

Blue Gum Montessori School Inc. Rules of Association

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RULES OF ASSOCIATION

1 Name of Association

1.1 The name of the Association is Blue Gum Montessori School Inc.

2 Definitions and Interpretation

2.1 In these rules, unless the contrary intention appears:

"Annual General Meeting" is the meeting convened under rule 18.1.2;

"Board Meeting" means a meeting referred to in section 17;

"Director" means a member of the Board as referred to in section 9;

"financial year" means a period commencing on 1 January each year and ending on 31 December the same year;

"general meeting" means a meeting to which all Members are invited;

"Member" means member of the Association;

"ordinary resolution" means resolution other than a special resolution;

"parent" means a person who is the mother, father, stepfather, stepmother of the child; or at law has responsibility for the long term care, welfare and development of the child or the day-to-day care, welfare and development of the child; or is in a de facto relationship with a person referred to in either of the above.

"poll" means voting conducted in written form (as opposed to a show of hands);

"Principal" means the Principal or Acting Principal of the School appointed under Section 15

"special general meeting" means a general meeting other than the annual general meeting;

"special resolution" has the meaning given by section 24 of the Act;

"the Act" means the Associations Incorporation Act 1987 (Western Australia);

"the Association" means Blue Gum Montessori Inc.;

"the Board" means the Governing Board of the Association referred to in rule 9.1;

"the Chairperson" means the Director appointed to that position in accordance with rule 9.13.1, or otherwise that person referred to in Section 11;

"the Commissioner" means the Commissioner for Consumer Protection exercising powers under the Act;

"the Secretary" means the Secretary referred to in rule 9.13.3;

"the Treasurer" means the Treasurer referred to in rule 9.13.4;

"the Vice-Chairperson" means the Vice-Chairperson referred to in rule 9.13.2;

“the School” means the Primary school known as Blue Gum Montessori School owned and administered by the Association and “enrolled” or “enrolment” of a child means enrolment in the School as a student but for the avoidance of doubt does not include attendance at any playgroup, club or after-school childcare or other service.

3 Objects of Association

- 3.1 The objects of the Association are to:
 - 3.1.1 Establish one or more schools at which the educational methods created by Dr. Maria Montessori shall be used;
 - 3.1.2 Promote the education of young people in accordance with the educational methods created by Dr. Maria Montessori which aim at developing the self-reliance and the personality of young people;
 - 3.1.3 Foster and maintain co-operation, liaison, communication and exchange of information amongst Members and other Montessori groups in Australia and overseas;
 - 3.1.4 Observe the propagation, maintenance and furthering the rights of young people in society and spreading knowledge concerning the physical, intellectual, moral and social development of young people, at home as well as at school and in society;
 - 3.1.5 Represent the interests of the Members to education authorities, government and statutory organisations and other institutions;
 - 3.1.6 Publicise to the community the existence, aims and objectives of the Association and the Montessori Method;
 - 3.1.7 Encourage, advise and support the establishment of new Montessori schools;
 - 3.1.8 Promote the establishment of facilities for the training of teachers in the Montessori Method;
 - 3.1.9 Do all such lawful acts and things as may appear to be necessary, incidental or conducive to the attainment of these objects; and
 - 3.1.10 Carry out all or any of the powers and duties mentioned in these Rules.

4 Property and Income of the Association

- 4.1 The property and income of the Association shall be applied solely towards the promotion of the objects of the Association and no part of that property or income may be paid or otherwise distributed, directly or indirectly, to members, except in good faith in the promotion of those objects.

5 Powers of Association

- 5.1 The powers conferred on the Association are the same as those conferred by section 13 of the Act, so that subject to the Act and any additions, exclusions or modifications inserted below, the Association may do all things necessary or convenient for carrying out its objects, and in particular, may -
 - 5.1.1 acquire, hold, deal with, and dispose of any real or personal property;
 - 5.1.2 open and operate bank accounts;
 - 5.1.3 invest its money -
 - a. in any security in which trust monies may lawfully be invested; or
 - b. in any other manner authorised by the rules of the Association;
 - 5.1.4 borrow money upon such terms and conditions as the Association thinks fit;
 - 5.1.5 give such security for the discharge of liabilities incurred by the Association as the Association thinks fit;
 - 5.1.6 appoint agents to transact any business of the Association on its behalf;
 - 5.1.7 enter into any other contract it considers necessary or desirable; and
 - 5.1.8 act as trustee and accept and hold real and personal property upon trust, but does not have power to do any act or thing as a trustee that, if done otherwise than as a trustee, would contravene this Act or the rules of the Association.

6 Membership of Association

- 6.1 All parents or legal guardians of a child enrolled in the School are eligible to become members of the Association.
- 6.2 It is a condition of enrolment of each child that at least one such parent or guardian consents to becoming a member of the Association.
- 6.3 Additional parents or legal guardians of a child enrolled in the School, i.e. in addition to that required under rule 6.2, may become members of the Association by providing written notification to the School, allowing for 10 working days for the processing of that notification.
- 6.4 The Board may grant membership of the Association to persons not qualifying under rule 6.1, provided that any such member shall cease to be a member unless they are ratified, as the first order of business, at the next Annual General or Special General Meeting.
- 6.5 All Association members shall have their names entered into the Register of Members.
- 6.6 Any Member ceasing to be eligible under rule 6.1, either through written notice to the School of their intention to withdraw all their children from enrolment in the School, or through written notification by the Principal to the Board of the withdrawal of all children from enrolment in the School, shall be deemed to have resigned from Membership of the Association immediately.
- 6.7 Any Member made a Member by virtue of rule 6.3 or rule 6.4 may resign their membership by providing written notification to the School.
- 6.8 Upon resigning from membership of the Association the Member's name shall be removed from the Register of Members.
- 6.9 No right or privilege of Membership shall be in any way transferable but all such rights and privileges shall cease upon the Member ceasing to be a Member.
- 6.10 No Body Corporate may be a Member.

7 Register of Members of Association

- 7.1 The Secretary, or delegate as established under rule 12.2 below, on behalf of the Association, must comply with section 27 of the Act by keeping and maintaining in an up to date condition a register of the Members of the Association and their postal or residential addresses and, upon the request of a Member of the Association, shall make the register available for the inspection of the Member and the Member may make a copy of or take an extract from the register but shall have no right to remove the register for that purpose.
- 7.2 The register must be so kept and maintained at the School or at such other secure location so as to be available to the Secretary as the Board decides.
- 7.3 The Secretary, or delegate as established under rule 12.2 below, must cause the name of a person who dies or who ceases to be a Member under section 6 to be deleted from the register of Members referred to in rule 7.1.

8 Fees

- 8.1 The amount and terms of payment of school fees, deposits, levies and other mandatory payments in respect of the services provided by the Association shall be determined by the Board.
- 8.2 Subject to rule 8.1 the fee arrangements in force during the previous year shall apply.

9 Governing Board

- 9.1 The affairs of the Association will be managed exclusively, in accordance with the governance and delegation powers outline in Sections 10 and 15, by a Governing Board ("the Board") consisting of no fewer than nine (9) and no more than twelve (12) Directors, plus the Principal.
- 9.2 The Principal or Acting Principal shall be an ex-officio, non-voting Director of the Board.
- 9.3 A Director must be of fit and proper character, as satisfied in line with criteria contained within the Board Policies Manual.
- 9.4 Directors must be:
 - 9.4.1 elected to membership of the Board at a general meeting; or
 - 9.4.2 appointed as an Acting Director under rule 16.2.1.
- 9.5 A Director shall have a term of three (3) years commencing from the close of the general meeting that the Director was elected, until the position is declared vacant at the third Annual General Meeting after the Director's election, unless:
 - 9.5.1 that Director is elected to fill a casual vacancy as described in Section 16, in which case the term of the newly elected Director shall be the remaining balance of the term of the outgoing Director whose departure produced the casual vacancy.
- 9.6 A Director whose term expires under rule 9.5 can seek election for another term.

- 9.7 Except for nominees under rule 9.11, a person is not eligible for election to membership of the Board unless:
- 9.7.1 a Member has nominated him or her for election by delivering notice in writing of that nomination, signed by-
- a. the nominator; and
 - b. the nominee to signify his or her willingness to stand for election;
- to the Secretary not less than seven (7) days before the day on which the annual general meeting concerned is to be held; and
- 9.7.2 that nominee has confirmed in writing that they meet the requirements of being a fit and proper character as described in rule 9.3.
- 9.8 A person who is eligible for election under rule 9.7 may:
- 9.8.1 propose or second himself or herself for election or re-election; and
- 9.8.2 vote for themselves.
- 9.9 The number of vacancies in the Board to be filled at an annual general meeting shall be the number needed to provide the minimum number of Directors permissible under rule 9.1 or such greater number as shall be determined by the outgoing Board to the maximum number of Directors permissible under rule 9.1.
- 9.10 If the number of persons nominated in accordance with rule 9.7 for election to membership of the Board does not exceed the number of vacancies identified in 9.9 then:
- 9.10.1 the Secretary must report accordingly to the Chairperson; and
- 9.10.2 the Chairperson must declare those persons to be duly elected as Directors at the annual general meeting concerned.
- 9.11 If vacancies still remain on the Board after the declaration under rule 9.10, additional nominations of Directors may be accepted from the floor of the annual general meeting and:
- 9.11.1 if such nominations from the floor do not exceed the number of vacancies the Chairperson must declare those persons to be duly elected as Directors; or
- 9.11.2 where the number of nominations from the floor exceeds the remaining number of vacancies on the Board, elections for those positions must be conducted;
- subject to the duly elected Directors providing a written declaration that they are a fit and proper character as described in Rule 9.3, before they can commence their term as a Director.
- 9.12 If a vacancy remains on the Board after the application of rule 9.11, or if the Board resolves that an additional vacancy, to the maximum allowed under rule 9.1 should be created because an additional Director is in the interests of the Association, then that vacancy may be filled by an Acting Director in the same manner as occurs to fill a casual vacancy under rule 16.2.1.
- 9.13 A Director shall be appointed by the Board to each of the following offices, a:
- 9.13.1 Chairperson;
- 9.13.2 Vice-Chairperson;
- 9.13.3 Secretary; and
- 9.13.4 Treasurer; and
- in the event of deadlock in any appointment, the appointment shall be decided by the drawing of lots.

10 Governance and Delegation

- 10.1 The Board shall maintain a Board Policies Manual reflecting best practices in governance and in particular setting out the responsibilities and reporting relationships of the Board, its officers, the Principal and any other delegates as appointed under rule 10.4 and the policies and procedures by which the Association's affairs shall be managed.
- 10.2 The Board Policies Manual may be amended by a 75% majority of the votes cast at a Board Meeting.
- 10.3 The Board shall be responsible to ensure that the affairs of the Association are managed in the manner set forth in the Board Policies Manual.
- 10.4 The Board may delegate, in writing, to any employee, contractor or Member or to one or more sub-Committees (consisting of such persons as the Board thinks fit) the exercise of such functions of the Board as are specified in the delegation other than:
 - 10.4.1 the power of delegation;
 - 10.4.2 a function which is a duty imposed on the Board by the Act or any other law; or
 - 10.4.3 that delegation already granted to the Principal or Acting Principal in rule 15.3.
- 10.5 Any delegation under rule 10.4 may be subject to such conditions and limitations as to the exercise of that function or as to time and circumstances as are specified in the written delegation and the Board may continue to exercise any function delegated.
- 10.6 The Board may, in writing, revoke wholly or in part any delegation under sub-rule 10.4.
- 10.7 Any delegation contained in the Board Policies Manual of the powers, function or responsibilities of the Board shall have effect.
- 10.8 To the extent permitted by law, the provisions of this Section 10 shall prevail in the event of a conflict with any other provision of these rules.

11 Chairperson and Vice-Chairperson

- 11.1 The Chairperson must preside at all Board meetings and General Meetings, except that in the absence of the Chairperson, then the Vice-Chairperson will preside, or in the event of the absence of the Chairperson and the Vice-Chairperson:
 - 11.1.1 At a meeting of the Board, a Director elected by the other Directors present at the Board Meeting must preside; and
 - 11.1.2 At a General Meeting a Member elected by a simple majority of the Members present at the General Meeting, must preside.

12 Secretary

12.1 The Secretary must-

12.1.1 co-ordinate the correspondence of the Association;

12.1.2 keep full and correct minutes of the proceedings of the Board and of the Association;

12.1.3 comply on behalf of the Association with-

- a. Section 27 of the Act with respect to the register of Members of the Association, as referred to in Section 7;
- b. Section 28 of the Act by keeping and maintaining in an up to date condition the rules of the Association and, upon the request of a Member of the Association, must make available those rules for the inspection of the Member and the Member may make a copy of or take an extract from the rules but will have no right to remove the rules for that purpose; and
- c. Section 29 of the Act by maintaining a record of the names and residential or postal addresses of the persons who:
 - i. hold the offices of the Association provided for by these rules, including all offices held by the persons who constitute the Board and persons who are authorised to use the common seal of the Association under rule 24.3; and
 - ii. are appointed or act as trustees on behalf of the Association, and the Secretary must, upon the request of a Member of the Association, make available the record for the inspection of the Member and the Member may make a copy of or take an extract from the record but will have no right to remove the record for that purpose; and

12.1.4 assure themselves that the Association has fit for purpose processes in place to comply with rules 12.1.1 through 12.1.3.

12.2 The Board may delegate in whole or in part any of the functions set out in rule 12.1 except rule 12.1.4

12.3 Any delegation under rule 12.2 may be subject to such conditions and limitations as to the exercise of that function or as to time and circumstances as are specified in the written delegation and the Board may continue to exercise any function delegated.

12.4 The Board may, in writing, revoke wholly or in part any delegation under rule 12.2.

12.5 Any register, record, book or document of the Association may be kept solely in electronic or in paper form to the extent permitted by relevant law.

13 Treasurer

- 13.1 Subject to rule 13.2, the Treasurer must-
- 13.1.1 be responsible for the receipt of all moneys paid to or received by, or by the Treasurer on behalf of, the Association and must issue receipts for those moneys in the name of the Association;
 - 13.1.2 pay all moneys referred to in rule 13.1.1 into such account or accounts of the Association as the Board may from time to time direct;
 - 13.1.3 make payments from the funds of the Association with the authority of a general meeting or of the Board and in so doing ensure that all payments are authorised in line with the Board Policy Manual or otherwise by the Treasurer and at least one other authorised Director, or by any two others as are authorised by the Board;
 - 13.1.4 comply on behalf of the Association with sections 25 and 26 of the Act with respect to the accounting records of the Association by-
 - a. keeping such accounting records as correctly record and explain the financial transactions and financial position of the Association;
 - b. keeping its accounting records in such manner as will enable true and fair accounts of the Association to be prepared from time to time;
 - c. keeping its accounting records in such manner as will enable true and fair accounts of the Association to be conveniently and properly audited;
 - d. keeping its accounting records in a secure location; and
 - e. submitting to Members at each annual general meeting of the Association accounts of the Association showing the financial position of the Association at the end of the immediately preceding financial year;
 - 13.1.5 whenever directed to do so by the Chairperson, or an absolute majority of the Board, submit to the Board a report, balance sheet or financial statement in accordance with that direction;
 - 13.1.6 ensure the Association's compliance with any legal obligation to make financial records available for inspection, and perform such other duties as are imposed by these rules on the Treasurer; and
 - 13.1.7 must assure themselves that the Association has processes in place to ensure compliance with rules 13.1.1 - 13.1.6.
- 13.2 The Board may delegate in whole or in part any of the functions set out at rule 13.1 to the Principal, except rule 13.1.7.
- 13.3 Any delegation under rule 13.2 will be subject to such conditions and limitations as to the exercise of that function, or as to time and circumstances, as are specified in the written delegation, and the Board may continue to exercise any function delegated.
- 13.4 The Board may, in writing, revoke wholly or in part any delegation under rule 13.2.

14 Auditor

- 14.1 There shall be one auditor of the Association who shall be appointed annually by a General Meeting. The Treasurer or delegates shall comply with all lawful requests for information made by the Auditor in the discharge of his or her duties.

15 Principal

- 15.1 The Board may appoint and manage the performance of a Principal in accordance with the Board Policies Manual. A decision to appoint or dismiss the Principal shall require a majority of 75% of those present and eligible to vote at a Board Meeting.
- 15.2 The Board may appoint an Acting Principal for a term not exceeding one year by simple majority of those present and eligible to vote at a Board Meeting
- 15.3 The Board delegates the responsibility for the day to day operations of the Association and the School to the Principal or Acting Principal.

16 Board Casual Vacancies and Acting Directors

- 16.1 A person shall cease automatically to be a Director and a casual vacancy shall occur in the Board if a Director:
 - 16.1.1 dies;
 - 16.1.2 resigns by notice in writing delivered to the Chairperson or, if the Director is the Chairperson, to the Vice-Chairperson and that resignation is accepted by resolution of the Board;
 - 16.1.3 is no longer considered a fit and proper person as defined in the Board Policies Manual;
 - 16.1.4 is convicted of an offence under the Act;
 - 16.1.5 is incapacitated by mental or physical ill-health for a period exceeding six (6) months;
 - 16.1.6 is absent from:
 - a. 4 consecutive Board Meetings; or
 - b. 3 Board Meetings in the same financial year without tendering an apology to the person presiding at each of those Board Meetings, of which meetings the Director received notice; unless
 - c. that Director has requested in writing, a leave of absence from the Board, and the Board has resolved by an absolute majority to grant that request;
 - 16.1.7 ceases to be a Member of the Association, unless they were appointment as an Acting Director under rule 16.2.1; or
 - 16.1.8 is the subject of a resolution passed by a general meeting terminating his or her appointment as a Director.
- 16.2 A casual vacancy in the Board:
 - 16.2.1 may, at the discretion of the Board be filled with an Acting Director, who shall be appointed until the next occasion of an election at a general meeting, but shall otherwise have all the other duties and responsibilities of a Director; or
 - 16.2.2 otherwise, must be filled at the next occasion of an election at a general meeting, but will only serve the remaining term of the outgoing Director as described in rule 9.5.1.

17 Proceedings of Board

- 17.1 The Board must meet together for the dispatch of business at least six times per year and the Chairperson, or at least half of all Directors in office, may at any time convene a meeting of the Board upon giving five days written notice to all Directors.
- 17.2 Any Director may attend a meeting by teleconference, telephone or other electronic means and shall be entitled to vote and to count in the quorum as if physically present.
- 17.3 When the administration of the business of the Association requires, the Chairperson may propose a resolution by email to all Directors and upon receipt of clear agreement from at least 75% of Directors the Chairperson shall declare the resolution passed with the same effect as if the Board had met in person.
- 17.4 Each Director has a deliberative vote.
- 17.5 A question arising at a Board Meeting must be decided by a majority of votes, but, if there no majority, the person presiding at the Board Meeting will have a casting vote in addition to his or her deliberative vote.
- 17.6 At a Board Meeting, 5 Directors constitute a quorum.
- 17.7 The Principal must attend all Board Meetings where possible, but under the direction of the Chairperson or simple majority vote of the Board, may be excluded from Board deliberations where there is a perceived conflict of interest with regards to the business before the Board.
- 17.8 Subject to these rules, the procedure and order of business to be followed at a Board Meeting must be determined by the Directors present at the Board Meeting.
- 17.9 As required under sections 21 and 22 of the Act, a Director, or their family or associates, having any direct or indirect pecuniary interest in a contract, or proposed contract, made by – or in the contemplation of – the Board (except if that pecuniary interest exists only by virtue of the fact that the Director of the Board is a member of a class of persons for whose benefit the Association is established), must:
 - 17.9.1 as soon as he or she becomes aware of that interest, disclose the nature and extent of his or her interest to the Board; and
 - 17.9.2 not take part in any deliberations or decision of the Board with respect to that contract.
- 17.10 Rule 17.9.1 does not apply with respect to a pecuniary interest that exists only by virtue of the fact that the Director is an employee of the Association.
- 17.11 The Secretary must cause every disclosure made under rule 17.9.1 by a Director to be recorded in the minutes of the meeting of the Board at which it is made.

18 General Meetings

18.1 The Board-

18.1.1 may at any time convene a special general meeting;

18.1.2 must convene annual general meetings within the time limits provided for the holding of such meetings by section 23 of the Act, that is, in every calendar year within 4 months after the end of the Association's financial year or such longer period as may in a particular case be allowed by the Commissioner; and

18.1.3 must, within 30 days of receiving a request in writing to do so from not less than 15 Members, convene a special general meeting for the purpose specified in that request.

18.2 The Members making a request referred to in rule 18.1.3 must-

18.2.1 state in that request the purpose for which the special general meeting concerned is required; and

18.2.2 sign that request.

18.3 If a special general meeting is not convened within the relevant period of 30 days referred to in rule 18.1.3, the Members who made the request concerned may themselves convene a special general meeting as if they were the Board.

18.4 When a special general meeting is convened under rule 18.3 the Association must pay the reasonable expenses of convening and holding the special general meeting;

18.5 Subject to rule 18.7, the Secretary must give to all Members not less than 14 days notice of a special general meeting and that notice must specify-

18.5.1 when and where the general meeting concerned is to be held; and

18.5.2 particulars of the business to be transacted at the general meeting concerned and of the order in which that business is to be transacted.

18.6 Subject to rule 18.7, the Secretary must give to all Members not less than 14 days notice of an annual general meeting and that notice must specify-

18.6.1 when and where the annual general meeting is to be held;

18.6.2 the particulars of the business to be transacted, as follows:

a. the consideration of the accounts and reports of the Board;

b. the election of Directors to replace outgoing Directors; and

c. any other business requiring consideration by the Association at the general meeting.

18.7 A special resolution may be moved either at a special general meeting or at an annual general meeting, however the Secretary must give to all Members not less than 14 days' notice of the meeting at which a special resolution is to be proposed. In addition to those matters specified in rule 18.5 or 18.6, as relevant, the notice must also include the resolution to be proposed and the intention to propose the resolution as a special resolution.

19 Quorum and Proceedings at General Meetings

- 19.1 At a general meeting 20 percent of the total number of Members, present in person, shall constitute a quorum.
- 19.2 If within 30 minutes after the time specified for the holding of a general meeting in a notice given under rule 18.5 or 18.6-
 - 19.2.1 as a result of a request or notice referred to in rule 18.1.3 or as a result of action taken under rule 18.3 a quorum is not present, the general meeting lapses; or
 - 19.2.2 otherwise than as a result of a request, notice or action referred to in rule 19.2.1, the general meeting stands adjourned to the same time on the same day in the following week and to the same venue.
- 19.3 If within 30 minutes of the time appointed by rule 19.2.2 for the resumption of an adjourned general meeting a quorum is not present, the Members who are present in person or by proxy may nevertheless proceed with the business of that general meeting as if a quorum were present.
- 19.4 The Chairperson may, with the consent of a general meeting at which a quorum is present, and must, if so directed by such a general meeting, adjourn that general meeting from time to time and from place to place.
- 19.5 There must not be transacted at an adjourned general meeting any business other than business left unfinished or on the agenda at the time when the general meeting was adjourned.
- 19.6 When a general meeting is adjourned for a period of 30 days or more, the Secretary must give notice under section 18 of the adjourned general meeting as if that general meeting were a fresh general meeting.
- 19.7 At a general meeting-
 - 19.7.1 an ordinary resolution put to the vote will be decided by a majority of votes cast on a show of hands, subject to rule 19.9; and
 - 19.7.2 a special resolution put to the vote will be decided in accordance with section 24 of the Act, and, if a poll is demanded, in accordance with rules 19.9 and 19.11.
- 19.8 A declaration by the Chairperson of a general meeting that a resolution has been passed as an ordinary resolution at the meeting will be evidence of that fact unless, during the general meeting at which the resolution is submitted, a poll is demanded in accordance with rule 19.9.
- 19.9 At a general meeting, a poll may be demanded by the Chairperson or by three or more Members present in person or by proxy and, if so demanded, must be taken in such manner as the Chairperson directs.
- 19.10 If a poll is demanded and taken under rule 19.9 in respect of an ordinary resolution, a declaration by the Chairperson of the result of the poll is evidence of the matter so declared.
- 19.11 A poll demanded under rule 19.9 must be taken immediately on that demand being made.

20 Minutes of Meetings of Association

- 20.1 The Secretary must cause proper minutes of all proceedings of all general meetings and Board Meetings to be taken and then to be entered within 30 days after the holding of each general meeting or Board Meeting, as the case requires, in a minute book kept in a secure location, for that purpose.
- 20.2 The Chairperson must ensure that the minutes taken of a general meeting or Board Meeting under rule 20.1 are checked and signed as correct by the Chairperson of the general meeting or Board Meeting to which those minutes relate or by the Chairperson of the next succeeding general meeting or Board Meeting, as the case requires.
- 20.3 When minutes have been entered and signed as correct under this rule, they are, until the contrary is proved, evidence that-
 - 20.3.1 the general meeting or Board Meeting to which they relate (in this rule called "the meeting") was duly convened and held;
 - 20.3.2 all proceedings recorded as having taken place at the meeting did in fact take place at the meeting; and
 - 20.3.3 all appointments or elections purporting to have been made at the meeting have been validly made.

21 Voting Rights of Members of Association

- 21.1 Subject to these rules, each Member present in person or by proxy at a general meeting is entitled to a deliberative vote.

22 Proxies of Members of Association

- 22.1 A Member (in this rule called "the appointing member") may appoint in writing another member who is a natural person to be the proxy of the appointing member and to attend, and vote on behalf of the appointing member at, any general meeting.

23 Rules of the Association

- 23.1 The Association may alter or rescind these rules, or make rules additional to these rules, in accordance with the procedure set out in sections 17, 18 and 19 of the Act, which is as follows-
 - 23.1.1 Subject to rules 23.1.2 and 23.1.3, the Association may alter its rules by special resolution but not otherwise.
 - 23.1.2 Within one month of the passing of a special resolution altering its rules, or such further time as the Commissioner may in a particular case allow (on written application by the Association), the Association must lodge with the Commissioner notice of the special resolution setting out particulars of the alteration together with a certificate given by a Director certifying that the resolution was duly passed as a special resolution and that the rules of the Association as so altered conform to the requirements of this Act.
 - 23.1.3 An alteration of the rules of the Association does not take effect until rule 23.1.2 is complied with and the Commissioner has ratified the changes in writing.
- 23.2 Notification of changes to the rules of the Association, once approved by the Commissioner, are to be given to those entities and agencies as described in the Board Policies Manual.

24 Common Seal of Association

- 24.1 The Association must have a common seal on which its corporate name appears in legible characters.
- 24.2 The common seal of the Association must not be used without the express authority of the Board and every use of that common seal must be recorded in the minute book referred to in rule 20.1.
- 24.3 The affixing of the common seal of the Association must be witnessed by any two of the Chairperson, the Vice-Chairperson, the Secretary, the Treasurer, or the Principal.
- 24.4 The common seal of the Association must be kept in the custody of the Secretary or of such other person as the Board from time to time decides.

25 Inspection of Records, etc. of Association

- 25.1 Subject to any reasonable restrictions as to time, place and notice period imposed by the Board, a member may upon request inspect the following documents of the Association:
 - 25.1.1 register of members;
 - 25.1.2 rules;
 - 25.1.3 record of office holders; and
 - 25.1.4 the latest available profit and loss statement and balance sheet.

26 Notices

- 26.1 A notice may be served by or on behalf of the Association upon a Member or Director either-
 - 26.1.1 personally;
 - 26.1.2 by prepaid post, addressed to the Member, to the address recorded in the register of Members or record of office holders;
 - 26.1.3 by leaving the notice during term time in the pigeon-hole on school premises assigned to the Member; or
 - 26.1.4 electronically to an email address supplied by the Member for correspondence.
- 26.2 Service shall be deemed effective immediately in the case of the methods outline in rules 26.1.1 and 26.1.4 and after 48 hours otherwise.

27 Distribution of Surplus Property on Winding Up of Association

- 27.1 If upon the winding up or dissolution of the Association there remains after satisfaction of all its debts and liabilities any property whatsoever, the same must not be paid to or distributed among the members, or former members. The surplus property must be given or transferred to another association incorporated under the Act which has similar objects and which is not carried out for the purposes of profit or gain to its individual members, and which association shall be determined by resolution of the members.

28 Indemnity

28.1 To the extent permissible by law:

28.1.1 The officers of the Association shall at all times be kept indemnified from and against all costs, charges, losses, damages and expenses which all or any of them shall incur in any actions and proceedings which all or any of them shall be plaintiffs or defendants PROVIDED THAT such officer or officers acted by direction or with the approval of the Association; and

28.1.2 No Member or employee of the Association shall be liable for the acts, receipts, deeds, neglects or defaults of any other Member or employee of the Association but only for his own acts, receipts, deeds, neglects and defaults alone.

29 Transitional Arrangements

29.1 Blue Gum Montessori School Inc. has approved a special arrangement for the purpose of assisting in the adoption of best practice governance, to ensure that on an annual basis no more than one third of the Board positions, excluding filling of casual vacancies, are up for election. This will allow for improved succession management of the Association's Governing Board, through supporting gradual rather than rapid turnover of Board positions. This relates only to phasing of the 3 year terms of positions on the Board and in no way diminishes the rights of the Members to fill a casual vacancy in a Board Director position, as outline in Section 16, or terminate the appointment of a Director under rule 16.1.8.

29.2 Upon the first occasion of an election, as outline in Section 9, for Board Membership at a general meeting that occurs after these Rules of the Association are ratified, under Section 23, the following rules 29.3 and 29.4 shall temporarily override the standard three (3) year term for all elected Directors under Rule 9.5 for that election only, after which, apart from its natural consequences, the entirety of this Section 29 shall no longer be applied.

29.3 In a manner that is sees fit, the Board shall call for nominees and select:

29.3.1 three (3) Directors of the currently serving Board, to see out a remaining term of two (2) years; and

29.3.2 three (3) Directors of the currently serving Board Director, to see out a remaining term of one (1) year; however

29.3.3 In the case where there are less than three (3) Directors who nominated for serving out either term, then the shortfall shall be added to the total number of vacancies that must be filled under 29.4.2b and 29.4.2c below.

29.4 The remaining Board vacancies shall then be elected in a manner that the Board sees fit, so that:

29.4.1 Three (3) newly elected Board Directors are elected for a term of three (3) years; and

29.4.2 That the balances of any of the remaining vacancies are then filled in the following order:

a. the first being for a term of three (3) years;

b. the second being for a term of two (2) years; and

c. the last being for a term of one (1) year.