RULES OF ASSOCIATION

Name of Association

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

Definitions and Interpretation

2 In these rules, unless the contrary intention appears:

“Annual General Meeting” is the meeting convened under paragraph (b) of rule 19 (1);

"Board Meeting" means a meeting referred to in rule 18;

"Director" means a member of the Board as referred to in rule 19 (1);

"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;

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

“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 the Association referred to in rule 1;

"the Board" means the Governing Board of the Association referred to in rule 19 (1);

"the Chairperson" means-

(a) in relation to the proceedings at a Board Meeting or general meeting, the person presiding at the Board Meeting or general meeting in accordance with rule 11; or

(b) otherwise than in relation to the proceedings referred to in paragraph (a), the person referred to in sub-rule 10 (10) or, if that person is unable to perform his or her functions, the Vice Chairperson;
“the Commissioner” means the Commissioner for Consumer Protection exercising powers under the Act;

“Director” means a member of the Board;

"the Secretary" means the Secretary referred to in rule 10 (10);

"the Treasurer" means the Treasurer referred to in rule 10 (10);

"the Vice-Chairperson" means the Vice-Chairperson referred to in rule 10 (10);

“the School” means the Primary school known as Blue Gum Montessori School owned and administered by the Association and “enrolled” or “enrollment” of a child means enrollment 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.

Objects of Association

3 The objects of the Association are to:

(a) Establish one or more schools at which educational methods created by Dr. Maria Montessori shall be taught;

(b) 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;

(c) Foster and maintain co-operation, liaison, communication and exchange of information amongst Members and other Montessori groups in Australia and overseas;

(d) 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;

(e) Represent the interests of the Members to education authorities, government and statutory organisations and other institutions;

(f) Publicise to the community the existence, aims and objectives of the Association and the Montessori Method;

(g) Encourage, advise and support the establishment of new Montessori schools;

(h) Promote the establishment of facilities for the training of teachers in the Montessori Method;

(i) Do all such lawful acts and things as may appear to be necessary, incidental or conducive to the attainment of the above objects or any of them;

(j) Carry out all or any of the powers and duties mentioned in these Rules.
4 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.

Powers of Association

5 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 -

(a) acquire, hold, deal with, and dispose of any real or personal property;
(b) open and operate bank accounts;
(c) invest its money -
   (i) in any security in which trust monies may lawfully be invested; or
   (ii) in any other manner authorised by the rules of the Association.
(d) borrow money upon such terms and conditions as the Association thinks fit;
(e) give such security for the discharge of liabilities incurred by the Association as the Association thinks fit;
(f) appoint agents to transact any business of the Association on its behalf;
(g) enter into any other contract it considers necessary or desirable;

and
(h) may 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.

Membership of Association

6 (1) Subject to sub-rules (3) and (4), all persons qualifying for membership of the Association under sub-rule (2) shall have their names entered into the register of Members.
(2) All parents or legal guardians of a child enrolled in the School are qualified for membership of the association and it is a condition of enrollment of each child that at least one such parent or guardian consents to membership and to his or her name being entered into the register of Members.
(3) Subject to sub-rule (6), any Member ceasing to qualify under sub-rule (2) shall be deemed to have retired immediately.
(4) Any Member is deemed to retire from membership of the Association upon giving written notice to the Board of his or her intention to withdraw all his or her enrolled children from enrolment in the School.

(5) Upon a Member retiring from membership of the Association his or her name shall be removed from the register of Members.

(6) The Board may grant membership of the Association to persons not qualifying under sub-rule (2) provided that any such member shall cease to be a member unless ratified by each following Annual General Meeting.

(7) 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.

(8) No Body Corporate may be a Member.

Register of Members of Association

7  (1) The Secretary, 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.

   (2) The register must be so kept and maintained at the Secretary’s place of residence or at such other place as the Members at a general meeting decide.

   (3) The Secretary must cause the name of a person who dies or who ceases to be a Member under rule 8 to be deleted from the register of Members referred to in sub-rule (1).

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.

   (2) Subject to sub-rule (1) the fee arrangements in force during the previous year shall apply.

Governing Board

9  (1) Subject to rule 10A, the affairs of the Association will be managed exclusively by a Governing Board consisting of no fewer than 8 and no more than 12 Directors.

   (2) Directors must be elected to membership of the Board at an annual general meeting or appointed under sub-rule (9).
(3) Subject to sub-rule (8), a Director’s term will be from his or her election or appointment until the election referred to in sub-rule (2) at the next annual general meeting after his or her election, but he or she is eligible for re-election to membership of the Board;

(4) Except for nominees under sub-rule (8), a person is not eligible for election to membership of the Board unless 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 7 days before the day on which the annual general meeting concerned is to be held.

(5) A person who is eligible for election or re-election under this rule may -

(a) propose or second himself or herself for election or re-election; and vote for himself or herself.

(6) The number of vacancies in the Board to be filled at an annual general meeting shall be the minimum number of Directors permissible under these rules or such greater number as shall be determined by the outgoing Board.

(7) If the number of persons nominated in accordance with sub-rule (4) for election to membership of the Board does not exceed the number of vacancies in that membership to be filled-

(a) the Secretary must report accordingly to the Chairperson; and

(b) the Chairperson must declare those persons to be duly elected as Directors at the annual general meeting concerned.

(8) If vacancies remain on the Board after the declaration under sub-rule (7), additional nominations of Directors may be accepted from the floor of the annual general meeting. 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. Where the number of nominations from the floor exceeds the remaining number of vacancies on the Board, elections for those positions must be conducted.

(9) If a vacancy remains on the Board after the application of sub-rule (8), or when a casual vacancy within the meaning of rule 14 occurs in the membership of the Board, or if the Board resolves that an additional vacancy should be created because the appointment of an additional Director is in the interests of the Association-

(a) the Board may appoint a person to fill that vacancy; and

(b) a Director appointed under this sub-rule will -

(i) hold office until the election referred to in sub-rule (2); and

(ii) be eligible for election to membership of the Board, at the next following annual general meeting.

(10) The Board must use its best endeavours to procure that a Director is at all times appointed to each of the following offices-
(a) a Chairperson;
(b) a Vice-Chairperson;
(c) a Secretary; and
(d) a Treasurer.

and in the event of deadlock in any appointment the appointment shall be decided by the
drawing of lots.

10 Governance and delegation

(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 officers and
employees with executive responsibility and the policies and procedures by which the
Association’s affairs shall be managed.

(2) The Board Policies Manual may be amended by a 75% majority of the votes cast at a Board
Meeting.

(3) The Board shall procure that the affairs of the Association are managed in the manner set

(4) The Board may delegate, in writing, to any employee, contractor or Member or to one to
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-

(a) the power of delegation; and
(b) a function which is a duty imposed on the Board by the Act or any other law.

(5) Any delegation under sub-rule (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.

(6) The Board may, in writing, revoke wholly or in part any delegation under sub-rule.

(7) Any delegation contained in the Board Policies Manual of the powers, function or
responsibilities of the Board shall have effect.

(8) To the extent permitted by law, the provisions of this rule 10A shall prevail in the event of
a conflict with any other provision of these rules.

Chairperson and Vice-Chairperson

11 (1) Subject to this rule, the Chairperson must preside at all general meetings and Board
Meetings.

(2) In the event of the absence from a general meeting of-

(a) the Chairperson, the Vice-Chairperson; or
(b) both the Chairperson and the Vice-Chairperson, a Member elected by the other Members present at the general meeting, must preside at the general meeting.

(3) In the event of the absence from a Board Meeting of-

(a) the Chairperson, the Vice-Chairperson; or

(b) both the Chairperson and the Vice-Chairperson, a Director elected by the other Directors present at the Board Meeting, must preside at the Board Meeting.

Secretary

12 The Secretary must-

(a) co-ordinate the correspondence of the Association.

(b) keep full and correct minutes of the proceedings of the Board and of the Association.

(c) comply on behalf of the Association with-

(i) section 27 of the Act with respect to the register of Members of the Association, as referred to in rule 7;

(ii) 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

(iii) section 29 of the Act by maintaining a record of -

(A) the names and residential or postal addresses of the persons who 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 25; and

(B) the names and residential or postal addresses of any persons who 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.

(d) unless the Members resolve otherwise at a general meeting, have custody of all books, documents, records and registers of the Association, including those referred to in paragraph.

(c) but other than those required by rule 14 to be kept and maintained by, or in the custody of, the Treasurer; and perform such other duties as are imposed by these rules on the Secretary.
13 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.

Treasurer

14 (1) Subject to sub-rule (2), the Treasurer must-

(a) be responsible for the receipt of all moneys paid to or received by, or by him or her on behalf of, the Association and must issue receipts for those moneys in the name of the Association.

(b) pay all moneys referred to in paragraph (a) into such account or accounts of the Association as the Board may from time to time direct.

(c) 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 cheques are signed by himself or herself and at least one other authorised Director, or by any two others as are authorised by the Board.

(d) comply on behalf of the Association with sections 25 and 26 of the Act with respect to the accounting records of the Association by-

(i) keeping such accounting records as correctly record and explain the financial transactions and financial position of the Association;

(ii) keeping its accounting records in such manner as will enable true and fair accounts of the Association to be prepared from time to time;

(iii) keeping its accounting records in such manner as will enable true and fair accounts of the Association to be conveniently and properly audited; and

(iv) 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.

(e) whenever directed to do so by the Chairperson, submit to the Board a report, balance sheet or financial statement in accordance with that direction.

(f) unless the Members resolve otherwise at a general meeting, have custody of all securities, books and documents of a financial nature and accounting records of the Association, including those referred to in paragraphs (d) and (e).

(g) ensure the Association’s compliance with any legal obligation to make financial records available for inspection, by and perform such other duties as are imposed by these rules on the Treasurer.

(2) The Treasurer may delegate in whole or in part any of the functions set out at sub-rule (1) to the Business Manager.
Auditor

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

Principal and Business Manager

16 The Board may appoint one or more persons to the offices of Principal and Business Manager in accordance with the Board Policies Manual. The appointment and dismissal of the Principal or Business Manager shall require a majority of 75% of those present and eligible to vote at a Board Meeting save that the Board may appoint any person Acting Principal or Acting Business Manager for a term not exceeding one year by simple majority of those present and eligible to vote at a Board Meeting.

Casual vacancies in membership of Board

17 (1) A person shall cease automatically to be a Director if she or he:

(a) dies;

(b) 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;

(c) is convicted of an offence under the Act;

(d) is permanently incapacitated by mental or physical ill-health;

(e) is absent from more than-

(i) 3 consecutive Board Meetings; or

(ii) 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, and the Board has resolved to declare the office vacant.

(f) was a Member upon appointment but ceases to be a Member; or is the subject of a resolution passed by a general meeting terminating his or her appointment as a Director.

(2) A casual vacancy in the Board arises in the event that the number of Directors falls below the minimum prescribed under these rules or the Board Policies Manual.
 Proceedings of Board

18

(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 from time to time, may at any time convene a meeting of the Board upon five days written notice to all Directors.

(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.

(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.

(4) Each Director has a deliberative vote.

(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.

(6) At a Board Meeting 5 Directors constitute a quorum.

(7) The Principal must attend a Board Meetings if invited by the Chairperson but may not vote.

(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.

(9) As required under sections 21 and 22 of the Act, a Director 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-

(a) 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

(b) not take part in any deliberations or decision of the Board with respect to that contract.

(10) Sub-rule (9) (a) 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.

(11) The Secretary must cause every disclosure made under sub-rule (9) (a) by a Director to be recorded in the minutes of the meeting of the Board at which it is made.
General meetings

19 (1) The Board-

(a) may at any time convene a special general meeting;

(b) 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

(c) 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.

(2) The Members making a request referred to in sub-rule (1) (c) (i) must-

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

(b) sign that request.

(3) If a special general meeting is not convened within the relevant period of 30 days referred to in sub-rule (1) (c) , the Members who made the request concerned may themselves convene a special general meeting as if they were the Board; or

(4) When a special general meeting is convened under sub-rule (3) the Association must pay the reasonable expenses of convening and holding the special general meeting;

(5) Subject to sub-rule (7), the Secretary must give to all Members not less than 14 days notice of a special general meeting and that notice must specify-

(a) when and where the general meeting concerned is to be held; and

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

(6) Subject to sub-rule (7), the Secretary must give to all Members not less than 14 days notice of an annual general meeting and that notice must specify-

(a) when and where the annual general meeting is to be held;

(b) the particulars and order in which business is to be transacted, as follows-

(i) first, the consideration of the accounts and reports of the Board;

(ii) second, the election of Directors to replace outgoing Directors; and

(iii) third, any other business requiring consideration by the Association at the general meeting.
(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 sub-rule (5) or (6), as relevant, the notice must also include the resolution to be proposed and the intention to propose the resolution as a special resolution.

Quorum and proceedings at general meetings

20

(1) At a general meeting 20 Members present in person constitute a quorum.

(2) If within 30 minutes after the time specified for the holding of a general meeting in a notice given under rule 19 (5) or (6)-

(a) as a result of a request or notice referred to in rule 19 (1) (c) or as a result of action taken under rule 19 (3) a quorum is not present, the general meeting lapses; or

(b) otherwise than as a result of a request, notice or action referred to in paragraph (a), the general meeting stands adjourned to the same time on the same day in the following week and to the same venue.

(3) If within 30 minutes of the time appointed by sub-rule (2) (b) 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.

(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.

(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.

(6) When a general meeting is adjourned for a period of 30 days or more, the Secretary must give notice under rule 19 of the adjourned general meeting as if that general meeting were a fresh general meeting.

(7) At a general meeting-

(a) an ordinary resolution put to the vote will be decided by a majority of votes cast on a show of hands, subject to sub-rule (9); and

(b) 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 sub-rules (9) and (11).

(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 sub-rule (9).
(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.

(10) If a poll is demanded and taken under sub-rule (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.

(11) A poll demanded under sub-rule (9) must be taken immediately on that demand being made.

**Minutes of meetings of Association**

21 (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 for that purpose.

(2) The Chairperson must ensure that the minutes taken of a general meeting or Board Meeting under sub-rule (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.

(3) When minutes have been entered and signed as correct under this rule, they are, until the contrary is proved, evidence that-

   (a) the general meeting or Board Meeting to which they relate (in this sub-rule called "the meeting") was duly convened and held;

   (b) all proceedings recorded as having taken place at the meeting did in fact take place at the meeting; and

   (c) all appointments or elections purporting to have been made at the meeting have been validly made.

**Voting rights of Members of Association**

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

**Proxies of members of Association**

23 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.
Rules of Association

24 (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-

(a) Subject to sub-rule (1) (d) and (1) (e), the Association may alter its rules by special resolution but not otherwise;

(b) 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;

(c) An alteration of the rules of the Association does not take effect until sub-rule (1) (b) is complied with;

(d) An alteration of the rules of the Association having effect to change the name of the association does not take effect until sub-rules (1) (a) to (1) (c) are complied with and the approval of the Commissioner is given to the change of name;

(e) An alteration of the rules of the Association having effect to alter the objects or purposes of the association does not take effect until sub-rules (1) (a) to (1) (c) are complied with and the approval of the Commissioner is given to the alteration of the objects or purposes.

(2) These rules bind every member and the Association to the same extent as if every member and the Association had signed and sealed these rules and agreed to be bound by all their provisions.

Common seal of Association

25 (1) The Association must have a common seal on which its corporate name appears in legible characters.

(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 21.

(3) The affixing of the common seal of the Association must be witnessed by any two of the Chairperson, the Secretary, the Treasurer, the Principal and the Business Manager save that the Business Manager and Principal may not together witness the affixing of the common seal.

(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.
Inspection of records, etc. of Association

26 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: (i) register of members; (ii) rules; (iii) record of office holders; and (iv) the latest available profit and loss statement and balance sheet.

Notices

27 (1) A notice may be served by or on behalf of the Association upon a Member or Director either-

(i) personally;

(ii) by prepaid post, addressed to the Member, to the address recorded in the register of Members or record of office holders;

(iii) by leaving the notice during term time in the pigeon-hole on school premises assigned to the Member; or

(iv) electronically to an email address supplied by the Member for correspondence.

(2) Service shall be deemed effective immediately in the case of methods (i) and (iv) and after 48 hours otherwise.

Distribution of surplus property on winding up of Association

28 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.

Indemnity

29 (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.

(2) No Member shall be liable for the acts, receipts, deeds, neglects or defaults of any other Member of the Association but only for his own acts, receipts, deeds, neglects and defaults alone. Any person employed by the Association shall for the purpose of this rule be deemed a Member of the Association.