

Constitution of the Roseworthy Campus Association Incorporated

Preamble

1. Name
2. Interpretation
3. Objects and Purposes
4. Powers
5. Membership
6. Register of Members
7. The Committee
8. Election of Committee
9. Use of Technology
10. Proxies
11. Proceedings at Committee Meetings
12. Financial Year
13. Rules
14. The Seal
15. General Meetings of Members
16. Proceedings at General Meetings
17. Minutes
18. Voting Rights
19. Accounts
20. Annual Financial Statement
21. Winding Up
21. Application of Surplus Funds

Preamble

In keeping with its status as the Roseworthy Campus of Adelaide University, the Roseworthy Old Collegians Association (ROCA) at its 127th Annual General Meeting on 17 October 2025 agreed to change the name of the organisation to 'Roseworthy Campus Association' and retain the acronym 'ROCA'.

This will continue the proud traditions of the organisation established in 1898, that has been the alumnus home for graduates and staff of the several organisations that have and continue to nurture scholarship at the Roseworthy Campus.

1. Name

The name of the incorporated association is “The Roseworthy Campus Association Incorporated” referred to herein as the “ROCA”.

2. Interpretation

In these Rules, unless the contrary intention appears:

“the Act” means the Associations Incorporation Act 1985.

“Campus” means the Roseworthy Campus of Adelaide University and includes the former Roseworthy Campus of the University of Adelaide, the former Roseworthy Agricultural College and the Roseworthy Residential College.

“Committee” means the Committee of Management of ROCA.

“Faculty” means the Faculty of Sciences, Engineering and Technology or the Faculty administering courses at the Roseworthy Campus from time to time.

“School” means the School of Animal and Veterinary Sciences, or the School administering courses at the Roseworthy Campus time to time.

“General Meeting” means a general meeting of the Members of ROCA convened in accordance with these Rules.

“Member” means a member of ROCA.

“Regulations” means the Association Regulations 1985.

“ROCA” means the acronym for Roseworthy Campus Association.

“Special Resolution” means a resolution where twenty-one (21) days written notice of the resolution has been given to all members, and where it has been passed by a three-quarters majority of members present at the meeting.

3. Objects and Purposes

- 3.1 To promote the interests of the Roseworthy Campus, the current students at the Campus and the graduates of the Campus.
- 3.2 To act as custodians of the history, artifacts, and traditions of the Campus.
- 3.3 To provide a medium for links between Members and the Campus.
- 3.4 To provide a social resource group for Members and the subject matters of the past and present programs and courses delivered at the Campus.
- 3.5 To provide a personal and professional network for Members.
- 3.6 To encourage discussion on the subject matters of the past and present programs and courses delivered at the Campus.
- 3.7 To provide a model and focus for people and communities to become aware of the subject matters of the past and present programs and courses delivered at the Campus.

4. Powers

ROCA shall have all the powers conferred by Section 25 of the Act.

5. Membership

5.1 Classes of Membership

5.1.1 Member

5.1.2 Honorary Life Member

5.2 Means of Achieving Membership

5.2.1 Member

Graduates and former students who have received tuition at the Campus for the equivalent of a minimum of one academic year.

Former staff who provided teaching, administrative or other services at the Campus for the equivalent of at least three (3) years service at the Campus.

5.2.2 Honorary Life Member

A Member may be awarded Honorary Life Membership by a resolution at a General Meeting following the recommendation of the Committee.

6. Register of Members

- 6.1 The Committee must keep and maintain a Register of Members that includes:

- (a) the Member's name;
- (b) the address for notice last given by the Member;
- (c) the email address last given by the Member (if available);
- (d) the date of becoming a Member; and
- (e) any other information determined by the Committee.

6.2 The Committee must keep and maintain a record of past members.

7. The Committee

- 7.1 The affairs of ROCA shall be managed and controlled by a Committee which in addition to any powers and authorities conferred by these Rules may exercise all such powers and do all such things as are within the objects of ROCA and are not by the Act or by these Rules required to be done by ROCA in General Meeting.
- 7.2 The Committee shall have the power to appoint such officers and employees as are required to act out the objects of ROCA, including a Public Officer required by the Act, and may divest or delegate any of its powers to such officers and employees.
- 7.3 The Committee shall be comprised of:
 - President;
 - Immediate Past President;
 - Vice President;
 - Secretary;
 - Treasurer; and
 - Five (5) other ordinary Members.
- 7.4 The Campus Director or Head of School shall be a voting ex-officio member of the Committee.
- 7.5 The Committee may appoint a Member to fill a casual vacancy, and such Committee member shall hold office until the next Annual General Meeting of ROCA and shall be eligible for reappointment.
- 7.6 Except for the position of Immediate Past President nominations for all Committee positions, signed by the proposer and by the nominee to signify a willingness to be nominated, may be received by the Secretary at least fourteen (14) days before the Annual General Meeting.
- 7.7 If only the required number of persons are nominated to fill a Committee position, the Secretary shall report accordingly to the Annual General Meeting and the Chairperson shall declare such persons duly elected.
- 7.8 If insufficient nominations are received, nominations may be accepted at the Annual General Meeting for those remaining vacant positions only and shall, as necessary, be voted on at the Meeting.

8. Election of the Committee

- 8.1 The members of the Committee shall be elected at the Annual General Meeting of ROCA for a term of one year.
- 8.2 The President's term of office cannot be extended beyond two consecutive years.

9. Use of Technology

- 9.1 All meetings may be held, and members may take part, by the use of technology that allows members to communicate clearly and simultaneously with each other participating member.
- 9.2 A member participating in a meeting as permitted under subrule 9.1 is taken to be present at the meeting and, if the member votes at the meeting, is taken to have voted in person.

10. Proxies

- 10.1 A Member shall be entitled to appoint another Member of ROCA to be their proxy and attend and vote at any meeting of ROCA.
- 10.2 Proxies must be received in writing by the Secretary no less than seven (7) days prior to the meeting.

11. Proceedings at Committee Meetings

- 11.1 The Committee shall meet together for dispatch of business at least quarterly.
- 11.2 Questions arising at any meeting shall be decided by a simple majority of votes and in the event of equality of votes, the chairperson shall have a deliberative vote as well as a casting vote.
- 11.3 Five Members shall form a quorum.
- 11.4 A member of the Committee having a pecuniary interest in a contract with ROCA must disclose that interest to the Committee as required by the Act, withdraw during any discussion, and shall not vote in respect of that contract.

12. Financial Year

The financial year of ROCA shall be from the 1st day of July in any year to the 30th day of June in the following year.

13. Rules

- 13.1 Subject to approval by a Special Resolution of the Members of ROCA, these Rules may be altered or rescinded and replaced by substituted Rules. Such alterations shall be registered with the Commission as required by the Act.
- 13.2 The registered Rules shall bind ROCA and every member to the same extent as if they had respectively signed and sealed them and agreed to be bound by all the provisions thereof.

14. The Seal

- 14.1 ROCA shall have a common seal upon which its corporate name shall appear in legible letters.
- 14.2 The seal shall not be used without the express authorisation of the Committee and every use of the seal shall be recorded in ROCA's Minute Book.
- 14.3 The affixing of the seal shall be witnessed by two (2) Members of the Committee.
- 14.4 The seal shall be kept in the custody of the Secretary or such other person as the Committee may from time to time determine.

15. General Meetings of Members

- 15.1 The Committee may call a Special General Meeting of ROCA at any time and shall call an Annual General Meeting in accordance with the Act.
- 15.2 The Annual General Meeting shall be held within five (5) months after the end of its financial year.
- 15.3 Upon a requisition in writing of not less than thirty (30) Members of ROCA the Committee shall within one (1) month of the receipt of the requisition convene a Special General Meeting for the purposes specified in the requisition.
- 15.4 Every requisition for a Special General Meeting shall be signed by the Members making the same and shall state the purpose of the meeting.
- 15.5 If a Special General Meeting is not convened within one (1) month as required by subrule 15.3, the requisitionists may convene a Special General Meeting. Such a meeting shall be convened in the same manner as a meeting convened by the Committee and for this purpose the Committee shall ensure that the requisitionists are supplied free of charge with the particulars of the Members entitled to receive a Notice of Meeting. The reasonable expenses of convening or conducting such a Meeting shall be borne by ROCA.
- 15.6 Twenty-one (21) days notice of any General Meeting shall be given to Members. The Notice shall set out where and when the Meeting will be held, and the particulars of the nature and order of the business to be transacted at the meeting. In the case of an Annual General Meeting, the order of business at that meeting shall be the consideration of the accounts and reports of the Committee and the auditors and the appointment of auditors and Committee Members and any other business requiring consideration by ROCA in General Meeting.
- 15.7 The Notice may be given by ROCA to any Member by serving the Member with the Notice personally, by sending it by email, or if an email address is not recorded in the Register of Members, by post to an address appearing in the Register of Members.

15.8 Where a Notice is sent by email, service of the Notice shall be deemed to be affected if it is properly addressed and emailed to the Member. If sent by post, service of the Notice shall be deemed to be affected if it is properly addressed and posted to Member by ordinary pre-paid mail.

16. Proceedings at General Meetings

16.1 Fifteen (15) Members present personally or by proxy shall constitute a quorum at any General Meeting.

16.2 If within thirty (30) minutes after the time appointed for the meeting the quorum of Members is not present the meeting convened upon the requisition of Members shall lapse. In any other case, the meeting shall stand adjourned to the same day in the next week at the same time and place and if at such adjourned meeting a quorum is not present within thirty (30) minutes of the time appointed for the meeting, the Members present shall form a quorum.

16.3 The President or if the President is not present then the Vice President or in their absence or in their declining to take or retiring from the chair, one of the Members chosen by the meeting shall preside as chairperson of the Meeting.

16.4 The President 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 from place to place but no business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place.

16.5 When a meeting is adjourned for thirty (30) days or more, notice of the adjourned meeting shall be given as if that meeting were in original meeting of Members.

16.6 At any General Meeting, a resolution put to a vote shall be decided on a show of hands and a declaration by the chairperson to the meeting that the resolution has been carried or lost shall, unless a poll is demanded, be the conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against the resolution.

16.7 If a poll is demanded by the chairperson of the meeting or by three (3) or more members present personally or by proxy, it shall be taken in such manner as the chairperson directs. The result of such poll shall be the resolution of the meeting, except that in the case of a Special Resolution a majority of not less than three-quarters the Members who, being entitled to do so, vote personally or by proxy at the meeting, is required.

16.8 A poll demanded on the election of a chairperson of a meeting, or any question of an adjournment shall be taken at the meeting and without adjournment.

17. Minutes

- 17.1 Proper minutes of all proceedings of meetings of ROCA and of meetings of the Committee shall be entered within one month after the relevant meeting in Minute Books kept for the purpose.
- 17.2 The minutes kept pursuant to the Rule shall be signed by the chairperson of the meeting at which the proceedings took place or by the chairperson of the next succeeding meeting.
- 17.3 Where minutes are entered and signed, they shall until the contrary is proved be evidence that the meeting was convened and duly held, that all proceedings held at that meeting shall be deemed to have been duly held and their appointments made in the meeting shall be deemed to be valid.
- 17.4 Within three (3) months of a Committee Meeting being held, a copy of the Minutes shall be lodged with the Adelaide University's Special Collections Section, or with the institution which at that time is responsible for the Roseworthy Campus.

18. Voting Right

- 18.1 Subject to these Rules each Member present in person or by proxy shall be entitled to one vote.
- 18.2 At all meetings the chairperson shall have a deliberative as well as a casting vote.

19. Accounts

ROCA shall keep such accounting records as are necessary to correctly record and explain the financial transactions and financial position of ROCA.

20. Annual Financial Statement

- 20.1 An auditor may be appointed at each Annual General Meeting and any casual vacancy shall be filled by the Committee.
- 20.2 If appointed the auditor shall have power to call at any time for the production of all books, deeds, papers, accounts, and documents relating to the affairs of ROCA and shall annually prepare a report in respect to the accounts as required by the Act.
- 20.3 Alternatively at each Annual General Meeting, by Special Resolution, members may resolve that the following years Annual Financial Statement be prepared by the Committee and presented to the Annual General Meeting by the President and Treasurer attesting to the accuracy of the Statement.

21. Winding Up

ROCA may be wound up by resolution of the Members in the manner provided for in the Act.

22. Application of Surplus Assets

Any surplus assets remaining after the winding up of ROCA shall be appropriated to a body with similar objects as determined by ordinary resolution of ROCA in General Meeting prior to the winding up.