

Roseworthy Old Collegians Association Inc.

Minutes of R.O.C.A. Committee Meeting
on
Monday 11th October 1999
at
Mitchell Building, University of Adelaide

Present:

Brian Hannaford; Dale Manson; Alan Alcock; David Cooper; Harry Stephen;
Bardy MacFarlane; Wilf Bowen; Ron Tuckwell [part-time].

Guests:

Norman Ashton – pro Vice Chancellor, University of Adelaide
Geoff Dillon [part-time]

Apologies:

Peter Dunn; Simon Maddocks; Mia Stephens; David Taplin

Minutes of Meeting on 23/8/99 confirmed with one correction.

Business arising:

1. Ref. ROCA Digest
 - 1.1 Digest postage delayed waiting for Lumen. Only 840 provided out of 1500 required.
 - 1.2 Poor communication by Alumni. Recommend get stickers [names] only from Alumni. Changes to Alumni will affect ROCA.
 - 1.3 Report on Centenary Celebration desirable. Sub-committee of Dale, David & Mia to prepare 3-4 pages with photos for next Digest.
 - 1.4 Desire for two Digests a year, but may only produce one due to cost. Suggest use University Web-Page via Greg Crafter and Alumni.

Financial Report:

Balance	\$5,498.91
Cheques & Cash	<u>\$1,140.00</u>
Bank Balance 11/10/99	<u>\$6,638.91</u>

Correspondence:

Nil

General Business:

Centenary Photos:

Names being checked.

Award of Merit:

Revised [consolidated] rules provided by Alan Alcock.

Motion: *"That the revised Award of Merit Rules be adopted from today."*
H. Stephen/D. Manson Carried

Annual Meeting and Dinner:

All arrangements confirmed. Award of Merit 1999 – Donald Wheaton Moyle – unanimous choice.

President to prepare press release prior to A.G.M.

Roseworthy College Foundation:

President welcomed Norman Ashton, University pro Vice-Chancellor and Geoff Dillon, Fundraiser for University foundations. President outlined the need for Foundation. Outline paper prepared by Barty MacFarlane and revised by Ron Tuckwell.

Norman Ashton explained his responsibility for Alumni Association. Process in motion for changes in Alumni which may affect ROCA. Consider special newsletter to members. He will have University processes sorted out within 2 months. He will supply details of other foundations to President – we need then to review our position. There may be advantages in linking with University foundations through Alumni.

Geoff Dillon recommended active communication with donors [quarterly?] and aggressive advertising.

He will assist in preparing proposals for corporate and individual donors.

Norman Ashton and Geoff Dillon left the meeting.

Amendments to ROCA Constitution:

Proposed amendments tabled by Ron Tuckwell. Discussion and some amendments were made.

Resolution: *"That the proposed changes, incorporating the amendments made at this meeting, be put to the Annual General Meeting."*

Next Meeting:

To be decided after the Annual General Meeting.

B. Hanson
President.

7-02-2000

ROSEWORTHY OLD COLLEGIANS FOUNDATION

PURPOSES OF THE FOUNDATION

The Foundation is established for two main purposes.

1. To endow Scholarships [both part and full] to enable appropriate students to complete and further their studies.
2. To contribute to Residential and Sporting amenities for residential students at Roseworthy Campus.

It is envisaged that these may attract subsidies from government and industry.

WHO CONTRIBUTES?

It is most likely to be those who have had some connection with the College over time. This may have been as a student, staff member, or relatives of those persons.

WHAT IS CONTRIBUTED?

Usually it is in the form of either gifts of money or assets while a person is alive or through their Will. To encourage people to give while they are alive, tax deductibility would be a necessary component. The status given to educational residential facilities by the Australian Taxation Office would suggest eligibility.

WHAT IS A BEQUEST?

A bequest is simply a gift made through a Will which can be worded to suit the donee's wishes. It can take the form of a specific asset, a specific sum of money, a percentage of the total estate or the residue after family and friends have been provided for. The form of words used depends upon the nature of the bequest. For example:

- (1) Where a residual bequest is intended:

"I give to Roseworthy Old Collegians Foundation in aid of residential students at Roseworthy Campus of the University of Adelaide and for their general wellbeing, the rest and residue of my Estate, to be applied to the Objects of the Foundation.

- (2) For a specific bequest:

"I give to Roseworthy Old Collegians Foundation in aid of residential students at Roseworthy Campus of the University of Adelaide and the purpose of

*the sum of \$
to be applied to the Objects of the Foundation.*

- (3) For bequest of property of an asset:

"I give to Roseworthy Old Collegians Foundation in aid of residential students at Roseworthy Campus of the University of Adelaide and for their general well-being the property at

(or my shares/debentures, or as the case may be) free of all duties to be applied to the Objects of the Foundation."

- (4) An alternate form of wording for the bequest is:

*"I do hereby give and bequeath the sum of \$
to the Roseworthy Old Collegians Foundation for the use and purpose
of the Foundation. The receipt of the Foundation shall be sufficient
discharge to my executors."*

MARKETING THE FOUNDATION

There would need to be established a group or groups to market the concept of the Foundation and the possible ways of benefiting it to targeted individuals. A general brochure prepared setting out all of the above and offering to provide further information or the opportunity to discuss the concept of a bequest could be prepared and distributed.

WHAT STRUCTURE?

The ROCF can be in the form of either a trust or an incorporated association. A distinction needs to be drawn between the provisions of the *Income Tax Assessment Act* that exempts the ROCF from tax and the provisions that allow a tax deduction to persons who make gifts to the ROCF. The structure that is chosen will affect the tax deductibility of gifts made to the Foundation.

Gifts to a trust will be tax deductible (*S78 Income Tax Assessment Act*) but the purposes for which the Foundation's funds may be used will be restricted. In the case of a Foundation established to support Roseworthy College (?????) this should not be too big a restriction.

In some circumstances gifts to an incorporated association may not be tax deductible but the purposes for which the Foundation's funds may be used can be wider.

Both of these structures will be exempt from tax provided they are classified as charitable institutions which I believe they will be if established as I suggest below.

I have confirmed this in my discussions with the Australian Tax Office.

TRUST

If the ROCF establishes a trust, a deduction will be available for gifts made to it provided that the ROCF's purposes are limited to providing money, property or benefits to the College (???) or the University.

The allowable purposes do not include applying funds for activities, events or functions. The allowable purposes are to apply the funds to the institutions and for no other purpose otherwise tax deductibility is lost.

One other requirement of establishing a trust to be eligible for tax deductibility is that its investments be limited to authorised trustee investments. These are essentially limited to Government backed securities, some banks, some trustee company investments and a limited class of listed companies. The trustee may either be a company incorporated for the role or named individuals.

INCORPORATED ASSOCIATION

An incorporated association is established under the *Associations Incorporation Act* and its operation is governed by that Act and its constitution. It does not attract the same exemption as a trust unless it is established for the purpose of a "public benevolent institution".

It is doubtful whether if ROCF was established as an association it would attract tax deductibility for donating even though the entity would.

OTHER CONSIDERATIONS

The following issues should also be addressed in the Trust Deed or Constitution:

1. Whether the Foundation is to have power to borrow and if so any limits on this.
2. Whether both income and capital are to be available for distribution, or only income, or only a proportion of income.
3. Who the Directors of the Association or the Trustees of the Trust are to be, whether there is to be a minimum number or an unlimited number, and how long they are to serve.
4. If an incorporated association, then what officers the Foundation is to have. I suggest as a minimum there be a President, Treasurer and Secretary.
5. If established as a Trust, who the trustee will be.

OCT. 1999

**CONSTITUTION
OF
ROSEWORTHY OLD COLLEGIANS ASSOCIATION INCORPORATED**

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RULES OF THE ROSEWORTHY OLD COLLEGIANS ASSOCIATION INCORPORATED

1 NAME

The name of the incorporated association is "The Roseworthy Old Collegians Association Incorporated" referred to herein as the "Association".

2 INTERPRETATION

In these Rules, unless the contrary intention appears:

"the Act" means the Associations Incorporation Act 1985;

"Campus" means Roseworthy Campus of the University of Adelaide and includes Roseworthy Campus, Roseworthy College and Roseworthy Agricultural College;

"Committee" means the Committee of Management of the Association;

"Faculty" means the Faculty of Agricultural and Natural Resource Sciences;

"Meeting" means a general meeting of the Members of the Association convened in accordance with these Rules;

"Member" means a member of the Association;

"the Regulations" means the Association Regulations 1985.

"Special Resolution" shall have the meaning set out in the Act.

3 OBJECTS AND PURPOSES

- 3.1 To promote the interests of the Campus.
- 3.2 To act as guardians of the history, artifacts and tradition of the Campus.
- 3.3 To provide a medium for links between Old Collegians and the Campus.
- 3.4 To provide a social resource group for Old Collegians and people involved in rural industry and the community.
- 3.5 To provide a personal and professional network for Members.
- 3.6 To encourage discussion in matters relative to Agriculture, Ecology and the Environment.
- 3.7 To provide a model and focus for young people and communities to become involved in Agriculture, Land and Natural Resource Management

4 POWERS

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

5 MEMBERSHIP

5.1 Classes of Membership

5.1.1 Ordinary Life Member;

5.1.2 Honorary Life Member.

5.2 Means of Achieving Membership

5.2.1 Ordinary Life Member

Subject to the approval of the Committee of the Association and upon payment of all prescribed fees the following persons may become Life Members:

5.2.1.1 Students who have received tuition at the Campus for the equivalent of one academic year;

5.2.1.2 The Campus Director;

5.2.1.3 Agricultural Science Graduates and Non-Graduates of the Adelaide University prior to 1956;

5.2.1.4 Any other person who, in the judgement of the Committee, has made a significant contribution to the Campus.

5.2.2 Honorary Life Member

Any person may be honoured with a Life Membership by a general meeting following the recommendation of the Committee provided that the number of Honorary Life Members shall not exceed 2% of the Members at the time of election.

6 SUBSCRIPTIONS

The subscription fees for Ordinary Life Members shall be such sum as the Members shall determine from time to time in general meeting.

7 THE COMMITTEE

7.1 The affairs of the Association 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 the Association and are not by the Act or by these Rules required to be done by the Association in general meeting.

7.2 The Committee shall have the power to appoint such officers and employees as are required to carry out the objects of the Association

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;
 The Campus Director;
 One ordinary member who shall be from the classes last graduated;
 One ordinary member who left the Campus more than one (1) and less than ten (10) years ago;
 One (1) Branch delegate from each properly constituted branch of the Association;
 One (1) current student resident at the Campus, nominated by the Campus Director, in consultation with the resident students;
 Four (4) other ordinary Members.

7.4 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 the Association and shall be eligible for reappointment.

7.5 A Retiring Committee Member shall be eligible to stand for re-election without nomination but no person not being a Retiring Committee Member shall be eligible to stand for election unless nominated by a Member of the Association at least 14 days before the Meeting and that nomination must be delivered to the Secretary of the Association. The nomination shall be signed by the proposer and by the nominee to signify a willingness to stand for election. If insufficient nominations are received, nominations may be accepted at the Annual General Meeting.

7.6 If only the required number of persons are nominated to fill existing vacancies, the Secretary shall report accordingly to the Annual General Meeting and the Chairperson shall declare such persons duly elected as Committee Members.

8 EXECUTIVE

8.1 The Executive shall consist of the President, Immediate Past President, Vice President, Secretary, Treasurer and the Campus Director.

8.2 The Executive shall have the authority to carry on the general business of the Association between Committee meetings and to conduct all business not requiring the sanction of the Committee or general meeting.

9 ELECTION OF THE COMMITTEE

- 9.1 The elected members of the Committee including the Executive shall be elected at the Annual General Meeting of the Association for a term of one year. The President's term of office cannot be extended beyond two consecutive years.
- 9.2 Branch delegates to the Committee shall be elected at an Annual General Meeting of the Members of the Branch.

10 PROXIES

A Member shall be entitled to appoint in writing another Member of the Association to be their proxy, and attend and vote at any General Meeting of the Association.

11 MEETINGS – PROCEEDINGS OF THE COMMITTEE

- 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 majority of votes and in the event of equality of votes, the Chairperson shall have a casting vote in addition to a deliberative vote.
- 11.3 Five Members shall form a quorum provided one Member present is an Executive Member.
- 11.4 A member of the Committee having a pecuniary interest in a contract with the Association 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 the Association shall run from the 1st day of July in any year for a period of 12 months to the 30th day of June in the following year.

13 BORROWING POWERS

- 13.1 Subject to this Rule, the Association may borrow money from banks and other financial institutions upon such terms and conditions as the Committee sees fit and may secure the repayment thereof by charging the property of the Association.
- 13.2 Subject to Section 53 of the Act, the Association may invite and accept deposits of money from any person on such terms and conditions as may be determined by the Committee from time to time.

14 RULES

- 14.1 Subject to approval by a Special Resolution of the Members of the Association, these Rules may be altered or rescinded and replaced by substituted Rules. Such an alteration shall be registered with the Commission as required by the Act.
- 14.2 The registered Rules shall bind the Association 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.

15 THE SEAL

- 15.1 The Association shall have a common seal upon which its corporate name shall appear in legible letters.
- 15.2 The seal shall not be used without the express authorisation of the Committee and every use of the seal shall be recorded in the Minute Book of the Association. The affixing of the seal shall be witnessed by two Members of the Committee.
- 15.3 The seal shall be kept in the custody of the Secretary or such other person as the Committee may from time to time decide.

16 GENERAL MEETINGS OF MEMBERS

- 16.1 The Committee may call a Special General Meeting of the Association at any time and shall call an Annual General Meeting in accordance with the Act.
- 16.2 The Annual General Meeting shall be held within five months after the end of its financial year.
- 16.3 Upon a requisition in writing of not less than 30 Members of the Association the Committee shall within one month of the receipt of the requisition convene a Special General Meeting for the purposes specified in the requisition.
- 16.4 Every requisition for a Special General Meeting shall be signed by the Members making the same and shall state the purpose of the meeting.
- 16.5 If a Special General Meeting is not convened within one month as required by Sub-Rule (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 the Association.

- 16.6 Subject to Sub-Rule (7), at least 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 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 the Association in General Meeting.
- 16.7 Notice of a meeting at which a Special Resolution is to be proposed shall be given at least 28 days prior to the date of the meeting.
- 16.8 The Notice may be given by the Association to any Member by serving the Member with the Notice personally or by sending it by post to address appearing in the Register of Members.
- 16.9 Where a Notice is sent by post, service of the Notice shall be deemed to be effected if it is properly addressed and posted to Member by ordinary pre-paid mail.

17 PROCEEDINGS AT GENERAL MEETINGS

- 17.1 20 Members present personally or by proxy shall constitute a quorum at any General Meeting.
- 17.2 If within 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 30 minutes of the time appointed for the meeting, the Members present shall form a quorum.
- 17.3 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 Committee Members chosen by the meeting shall preside as Chairperson at every General Meeting of the Association.
- 17.4 If the President or Vice President are not present within five minutes after the time appointed for holding the meeting, the Members present may choose one of their number to be the Chairperson.
- 17.5 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 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.
- 17.6 When a meeting is adjourned for 30 days or more, notice of the adjourned meeting shall be given as if that meeting were an original meeting of Members.

17.7 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.

17.8 If a poll is demanded by the Chairperson of the meeting or by three 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 of the Members who, being entitled to do so, vote personally or by proxy at the meeting, is required.

17.9 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.

18 MINUTES

18.1 Proper minutes of all proceedings of meetings of the Association and of meetings of the Committee and the Executive shall be entered within one month after the relevant meeting in Minute Books kept for the purpose.

18.2 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.

18.3 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 that all appointments made in the meeting shall be deemed to be valid.

19 VOTING RIGHT

Subject to these Rules, each Member present in person or by proxy shall be entitled to one vote and at all meetings the Chairperson shall have a deliberative as well as a casting vote.

20 ACCOUNTS

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

21 AUDITOR

21.1 An auditor shall be appointed at each Annual General Meeting and any casual vacancy shall be filled by the Committee.

- 21.2 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 the Association and shall annually prepare a report in respect of the accounts as required by the Act.

22 BRANCHES OF THE ASSOCIATION

- 22.1 Branches of the Association may be formed as the Committee may determine.
- 22.2 No Branch shall accept as a member any person who is not a Member of the Association.

23 WINDING UP

The Association may be wound up by resolution of the Members in the manner provided for in the Act (Section 41(4) ie. special resolution).

24 APPLICATION OF SURPLUS ASSETS

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

23 August 1999

ROSEWORTHY OLD COLLEGIANS' ASSOCIATION

AWARD OF MERIT

1. The Roseworthy Old Collegians' Association (ROCA) shall periodically award a medal to a ROCA member who has made a meritorious contribution in any field of agricultural activity and/or ROCA or community affairs. For the purpose of these rules, "agricultural activity" shall be given the widest possible meaning and will include all aspects of animal, land and natural resource management.
2. The award shall be considered annually, and if in the opinion of the Selection Committee, there is no candidate of sufficient merit, no award shall be made.
3. A prospective candidate must be a ROCA member and the nomination shall be prepared and signed by two ROCA members. Nominations must be made on the Standard Form and must include the information required thereon.
4. Nominations with the supporting data must reach the ROCA Secretary by 30 June each year. The Executive shall review the nominations and have the right to reject any nomination deemed unsuitable before submitting the nominations to the Selection Committee.
5. The Executive may, at its discretion, include for consideration any candidates previously nominated.
6. The Selection Committee shall consist of five members, one from each of the following fields:
 - primary production research and/or extension;
 - public service;
 - primary production;
 - agriculture related industry and
 - the President of ROCA.
7. The Executive shall appoint to the Selection Committee, such persons who are in their opinion of sufficient standing and experience to be competent to assess the merits of candidates from any field of agricultural activity. Membership of the Selection Committee will be reviewed by the Executive each year.
8. The President of ROCA shall be the Convenor of the Selection Committee and shall only have a casting vote. Three members of the Selection Committee will constitute a quorum.
9. In the event of a member of the Executive or the Selection Committee being proposed as a candidate, that person will stand down from all discussion and deliberations for that year.
10. The Selection Committee shall make its nomination to the Executive at least four weeks prior to the date of presentation of the award.
11. Members of the Executive and the Selection Committee are requested to hold the names of the candidates in strict confidence.