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# MLC COLLEGIANS INC.

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Constitution

November 2019

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## Part 1 - Preliminary

### 1. Name

The name of the incorporated Association (“the Association”) is Methodist Ladies’ College Collegians Inc.

### 2. Objects and purposes

- (1) The objects and purposes of the Association are to:
  - (a) perpetuate and preserve the values, heritage and traditions of the College;
  - (b) foster on-going relationships between former students of the College, including by facilitating networking, mentoring and social events;
  - (c) promote a spirit of community between former and current College students;
  - (d) maintain the interest of former students of the College; and
  - (e) provide both non-financial and financial assistance and support to the College and current students, including, without limiting the generality of the foregoing, to grant scholarships to current or future students of the College and to assist the College by the purchase of equipment or the making of contributions to any building or other fund maintained by the College or the College Foundation from time to time.
- (2) The property and the 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.

### 3. Definitions

In this Constitution, unless the contrary intention appears:

**Act** means the *Associations Incorporation Act 2015*;

**Annual General Meeting** means a meeting of Members convened in accordance with Rule 41;

**Appointing Member** means a Member who appoints in writing another Member to be the proxy of the Appointing Member, to attend and vote on behalf of the Appointing Member at any General Meeting;

**Association** means Methodist Ladies’ College Collegians Inc.;

**College** means the College known as Methodist Ladies’ College, located in Claremont Western Australia;

**College Appointees** means staff members of the College nominated annually by the principal of the College to sit on the Management Committee;

**College Foundation** means the MLC Foundation Inc, being an association incorporated under the Act;

**Collegian** means female student who has attended the College for no less than a day between Kindergarten and Year 12;

**Commissioner** means the person for the time being designated as the Commissioner under section 153 of the Act;

**Committee Meeting** means a meeting of the Management Committee convened in accordance with Rule 35;

**Committee Member** means a member of the Committee;

**Executive Role** means the role of President, Vice President, Treasurer or Secretary of the Committee;

**Financial Year** means the period from 1 July to 30 June in each year;

**General Meeting** means a meeting which is open to all Members of the Association and includes Annual General Meetings and Special General Meetings;

**Honorary Life Member** means:

- (a) those persons who were granted Honorary Life Membership of the Association prior to December 1988;
- (b) those persons appointed as Honorary Life Members in accordance with Rule 10.

**Honorary Member** means the principal of the College from time to time;

**Management Committee (or Committee)** means the committee constituted under Rule 23, being the persons who under the Rules of the Association have the power to manage the affairs of the Association in accordance with the Rules and the Act;

**Member of the Association (or Member)** means and includes the Honorary Member, the Honorary Life Members and the Ordinary Members of the Association as set out in Rule 8;

**Ordinary Member** means a person admitted to membership of the Association in the manner set out in Rule 9(3);

**Ordinary Resolution** means any resolution other than a Special Resolution that is passed at a General Meeting, and which shall be passed by a majority vote (51%) of the Members of the Association who cast a vote at the meeting in person or, where proxies or postal votes are allowed, by proxy or postal vote;

**Person Duly Authorised by the Association** means either the primary or authorised users nominated by the Association for the purposes of submitting information to the Commissioner;

**President** means the President referred to in Rule 23(a)(i), and when used in relation to the proceedings at a Committee Meeting or General Meeting, means the person presiding at the Committee Meeting or General Meeting in accordance with Rule 32;

**Rules** mean the Rules set out in this Constitution for the governing of the Association;

**Secretary** means the Secretary referred to in Rule 23(1)(a)(iii);

**Special General Meeting** means a General Meeting of the Association other than the Annual General Meeting;

**Special Resolution** means a resolution that is passed at a General Meeting in accordance with Rule 43 and section 51 of the Act, by a majority of not less than three-fourths of the Members of the Association who cast a vote at the meeting in person or, where proxies or postal votes are allowed, by proxy or postal vote;

**Treasurer** means the Treasurer referred to in Rule 23(1)(a)(iv);

**Vice President** means the Vice President referred to in Rule 23(1)(a)(ii).

## Part 2 – Constitution and Powers of Association

### 4. Powers of Association

- (1) For achieving its objects and purposes and subject to these Rules, the Association has the powers conferred by section 14 of the Act.
- (2) Subject to the Act and these Rules, the Association may do all things necessary or convenient for carrying out its objects or purposes, and in particular, may:
  - (a) acquire or dispose of, lease or hire (whether grantor or grantee), encumber or otherwise to grant or take any real or personal property, or any estate or interest therein, or any rights and privileges relating thereto;
  - (b) accept or make any gift of property, whether or not subject to any trust or conditions, for any one or more of the objects of the Association;
  - (c) take any such steps by promotion, advertising, appeals, public meetings or otherwise as may from time to time be deemed expedient, for the purpose of procuring Members;
  - (d) improve, manage, develop, maintain, repair, turn to account or otherwise deal in any way with all or any real or personal property of the Association;
  - (e) subject to a Special Resolution, borrow or raise any sum or sums of money on any account or accounts whatsoever, and for the purpose of securing the repayment thereof to make and execute mortgages, charges, bonds, debentures and other securities over the whole or any part of the property and assets of the Association;

- (f) invest and apply any moneys of the Association in such manner as from time to time may be determined by the Committee including without limitation in any real or personal property, securities, bonds and financial and capital instruments, howsoever described or structured;
- (g) advance and lend moneys to and give credit and financial accommodation to the College, the Foundation or, subject to a Special Resolution, any other person, firm, society, association, organisation or group upon whatever terms, with or without security or interest, as may be determined by the Committee;
- (h) employ personnel, engage contractors, consultants and others, and appoint agents and attorneys;
- (i) open and operate accounts with banking, financial and other institutions;
- (j) enter into any arrangements with any government or authority, supreme, municipal, local or otherwise, that may seem conducive to the objects of the Association or any of them and to obtain from such government or authority any rights, privileges and concessions which the Association may consider desirable to obtain and to carry out, exercise and comply with any such arrangements, rights, privileges and concessions;
- (k) make, draw, accept, endorse, discount, execute and issue promissory notes, bills of exchange, bills of lading and other negotiable and transferable instruments;
- (l) take or hold mortgages, liens and charges to secure payment of the purchase price of any part of the property of the Association or whatsoever kind sold by the Association or any money due and payable to the Association from such purchases;
- (m) make donations or provide monies to, or in order to benefit directly, the College or the Foundation or, subject to a Special Resolution, for other charitable purposes; and
- (n) do and execute all such acts, deeds and things as are incidental or conducive to the Association's objects or the exercise of any of the foregoing powers, provided that no such power shall be exercised other than in accordance with the values of the College and in accordance with the call, purpose, tradition and objectives of the College.

## **5. Effect of Constitution**

This Constitution binds every Member and the Association to the same extent as if every Member and the Association had signed and sealed this Constitution and agreed to be bound by it.

## **6. Inconsistency between Constitution and Act**

If there is any inconsistency between this Constitution and the Act, the Act prevails.



## **7. Altering the Constitution**

- (1) The Association may alter or rescind these Rules or make Rules additional to these Rules by Special Resolution and by otherwise complying with these Rules and Part 3 Division 2 of the Act.
- (2) Within one month after the passing of a Special Resolution altering its Rules, or such further time as the Commissioner may in a particular case allow, the Association must lodge the required documents, as per section 30(3) of the Act, with the Commissioner.
- (3) Lodgements to the Commissioner must be conducted by a Person Duly Authorised by the Association.

## Part 3 – Members

### *Division 1 – Membership to the Association*

#### **8. Membership type and qualification**

- (1) Membership of the Association is comprised of:
  - (a) The Honorary Member;
  - (b) Honorary Life Members; and
  - (c) Ordinary Members.
- (2) The only person qualified to hold the position of Honorary Member is the current principal of the College.
- (3) Persons qualify for Honorary Life Membership where outstanding service to the College or the Association has been demonstrated, as determined by the Association.
- (4) To qualify for Ordinary Membership of the Association, a person must:
  - (a) be a former female student of the College, who has attended for more than a day between Kindergarten and Year 12; and
  - (b) pay, or have paid or donated on their behalf the amount of, a joining fee of such amount as is determined by the Committee from time to time, in accordance with the process outlined in Rule 11.

#### **9. Application for membership**

- (1) The current principal of the College is automatically appointed as the Honorary Member of the Association with no formal application required.
- (2) To become an Honorary Life Member of the Association,
  - (a) An application must be submitted in writing to the Committee demonstrating outstanding service to the Association and/or the College; and
  - (b) The application must be submitted by a Collegian; and
  - (c) The application must be approved by the Committee.
- (3) Ordinary Membership to the Association occurs automatically upon:
  - (a) Graduation from the College and where the requirements of Rule 8(4)(a) are met; or
  - (b) Withdrawal from the College prior to graduation (excluding students expelled by the College) and where the requirements of Rule 8(4)(a) are met; and
  - (c) The Committee receiving the joining fee described in Rule 8(4)(b),

provided that the Committee may determine to waive the requirement for payment of the joining fee, in which case Ordinary Membership will occur upon graduation or withdrawal from the College in accordance with paragraphs (a) or (b), as the case may be.

## **10. Approval of Committee**

- (1) The Committee Members must consider each application made under Rule 9(2) for Honorary Life Membership of the Association at a Committee Meeting and must, at the Committee Meeting or the next Committee Meeting, accept or reject that application. The Secretary must give notice to the applicant of any decision to reject the application within 14 days of that decision.
- (2) Where an application for Honorary Life Membership of the Association is rejected under sub-rule (1) the applicant must, if the person wishes to appeal against that decision, give notice to the Secretary of their intention to do so within a period of 14 days from the date they are advised of the rejection.
- (3) When notice is given under sub-rule (2), the Association in a General Meeting no later than the next Annual General Meeting, must either confirm or set aside the decision of the Committee to reject the application (in which latter case the application will be deemed to have been approved by the Committee), after having afforded the applicant who gave that notice a reasonable opportunity to be heard by, or to make representations in writing to, the Association in the General Meeting.

## **11. Membership fees**

- (1) In conjunction with the College, the Committee may review at any time the requirement for a joining fee and the amount of such a fee.

## **12. Register of Members of Association**

- (1) The Secretary, or another person authorised by the Committee, is responsible in accordance with these Rules for the requirements imposed on the Association under section 53 of the Act to maintain the register of Members and record in that register any change in the membership of the Association.
- (2) In addition to the matters referred to in section 53(2) of the Act, the register of Members must include the class of membership (if applicable) to which each Member belongs and the date on which each Member becomes a Member.
- (3) The register must be kept at the Secretary's place of residence, at the premises of the College or at such other place as the Members at a General Meeting decide.

## ***Division 2 – Rights of Members***

### **13. General**

- (1) A Member may exercise the rights of membership after her name is entered in the register of Members.
- (2) A right to membership of the Association:
  - (a) is not capable of being transferred or transmitted to another person; and
  - (b) terminates on the cessation of membership whether by death, resignation or otherwise.

### **14. Voting**

Subject to these Rules, each Member present in person or by proxy at a General Meeting or Special General Meeting is entitled a deliberative vote.

### **15. Notice of General Meetings and Special Resolutions**

Association Members have a right to be notified of General Meetings and Special Resolutions in the manner and time prescribed by this Constitution (refer to Rule 43 and 44).

### **16. Access to information on Association**

- (1) Upon the request of a Member of the Association, the register of Members must be made available for 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) A Member may at any reasonable time inspect without charge the books, documents, records and securities of the Association.
- (3) A Member must not use or disclose information in any register, document or record referred to in this Rule 16 except for a purpose that is directly connected with the affairs of the Association or that is related to complying with a requirement of the Act.

### **17. Raising grievances and complaints**

Association Members have a right to raise grievances and complaints in the manner prescribed by these Rules.

### ***Division 3 – Termination, death, suspension and expulsion***

#### **18. Termination of membership**

Membership of the Association may be terminated by:

- (1) a notice of resignation addressed to the Association or given personally to the Secretary or another Committee Member; or
- (2) expulsion in accordance with this Division.

#### **19. Death of a Member**

If a Member dies, the person ceases to be a Member.

#### **20. Suspension or expulsion of Members**

- (1) If the Committee considers that a Member should be suspended or expelled from the Association because her conduct is detrimental to the interests of the Association, the Committee must give notice of the proposed suspension or expulsion to the Member.
- (2) The notice must:
  - (a) be in writing and include:
    - i) the time, date and place of the Committee Meeting at which the question of that suspension or expulsion will be decided; and
    - ii) the particulars of the conduct; and
  - (b) be given to the Member not less than 30 days before the date of the Committee Meeting referred to in paragraph (a)(i).
- (3) At the meeting, the Committee must afford the Member a reasonable opportunity to be heard or to make representations in writing.
- (4) The Committee may suspend or expel or decline to suspend or expel the Member from the Association and must give written notice of the decision and the reason for it to the Member.
- (5) Subject to Rule 21, a decision to suspend or expel a Member takes effect 14 days after the day on which notice of the decision is given to the Member.

#### **21. Appeals against suspension or expulsion**

- (1) A Member who is suspended or expelled under Rule 20 may appeal against that suspension or expulsion by giving notice to the Secretary within 14 days after receipt of the Committee's decision. The appeal must be considered at a General Meeting of the Association and the Member must be afforded a reasonable opportunity to be heard at the meeting or to make representations in writing prior to the meeting for circulation at the meeting.

- (2) The Members present at the General Meeting must, by resolution, either confirm or set aside the decision of the Committee to suspend or expel the Member.
- (3) The Member who has appealed pursuant to Rule 21(1) is not suspended or does not cease to be a Member until the decision of the Committee to suspend or expel the Member is confirmed by a resolution of the Members.

## **Part 4 – Management Committee**

### ***Division 1 - General***

#### **22. Role and powers**

- (1) The Committee Members are the persons who, as the Management Committee of the Association, have the power to manage the affairs of the Association.
- (2) Subject to the Act, these Rules, the by-laws (if any) and any resolution passed at a General Meeting, the Committee has power to do all things necessary or convenient to be done for the proper management of the affairs of the Association.
- (3) The Committee must take all reasonable steps to ensure that the Association complies with the Act, these Rules and the by-laws (if any).

#### **23. Composition of Committee**

- (1) The Management Committee consists of:
  - (a) The following office-bearers:
    - i) a President;
    - ii) a Vice-President;
    - iii) a Secretary; and
    - iv) a Treasurer;
  - (b) as many other Committee Members as desired or reasonable; and
  - (c) The following ex-officio Committee Members:
    - i) A representative of the College's Office of Community and Engagement or similar office-holder designated by the principal (College Appointee);
    - ii) the two most recent Head Girls of the College, or where a past Head Girl is unable or unwilling to serve on the Committee, any student from that year elected by the Committee.

## **24. Delegation**

- (1) The Committee may delegate, in writing, to one or more sub-committees (consisting of such Member or Members of the Association as the Committee thinks fit) the exercise of such functions of the Committee as are specified in the delegation other than:
  - (a) The power of delegation; and
  - (b) A function which is a non-delegable duty imposed on the Committee by the Act or any other law.
- (2) Any delegation under Rule 24(1) 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 Committee may continue to exercise any function delegated.
- (3) The Committee may, in writing, revoke wholly or in part any delegation under Rule 24(1).
- (4) The Committee, the Secretary or the Treasurer may from time to time delegate any of its or her responsibilities, powers or authorities to employees of the College who have been authorised by the principal of the College to undertake such duties.
- (5) The Secretary may from time to time delegate any of her responsibilities to another person authorised by the Committee.

### ***Division 2 – Election Process and Tenure of Office***

## **25. Eligibility of Committee Members**

Except for the College Appointees, all members of the Committee must be Members of the Association.

## **26. Nominations for Committee positions**

- (1) No less than 21 days prior to the Annual General Meeting each year, the Secretary will call for nominations for Committee positions (both general and Executive Roles). Nominations must be received in writing by the Secretary 7 days before the date of the Annual General Meeting;
- (2) If there is more than one candidate for the positions of President; Vice-President; Secretary; or Treasurer, notice shall be given to Members that an election shall be held at the Annual General Meeting by secret ballot to decide which of the candidates shall be elected to the position;
- (3) If any person is properly nominated for the position of President; Vice-President; Secretary; or Treasurer, but is not elected to any such position, she shall be deemed to be properly nominated for election as a general member of the Committee;
- (4) If no nominations are received for the Executive Roles, the incumbents may continue in those positions in accordance with Rule 28(2).

## **27. Election to the Committee**

- (1) A Member becomes a Committee Member if that Member –
  - (a) Is elected to the Committee at a General Meeting; or
  - (b) Is appointed to the Committee by the Committee to fill a casual vacancy under Rule 30(3).
- (2) Subject to Rule 30(2), a person is not eligible for election to membership of the Committee unless:
  - (a) a Member has nominated her for election by delivering notice in writing of that nomination within the timeframes specified in Rule 26(1) and signed by:
    - i) The nominator; and
    - ii) The nominee to signify her willingness to stand for election; or,
  - (b) a Member has nominated herself for election by delivering notice in writing of that nomination within the specified timeframes.

## **28. Term of office**

- (1) A Committee Member shall be elected to office for a term of 1 year.
- (2) It is preferable that a Member shall not be eligible for re-election to an Executive Role (President, Vice President, Secretary or Treasurer) if she has already completed five consecutive years in the role. However, if no Members nominate for Executive Roles at the end of the 5-year term in office, the incumbent may continue in the position if the then current Committee considers it necessary.

## **29. Vacating office**

- (1) The office of a Committee Member becomes vacant if the Member:
  - (a) is disqualified from being a Member under Rule 20;
  - (b) is convicted of an offence under the Act or otherwise becomes ineligible to act as a Committee Member under section 39 of the Act;
  - (c) dies or is rendered permanently incapable of performing the duties of office by mental or physical ill-health;
  - (d) resigns by giving written notice to the Committee;
  - (e) ceases to be a Member of the Association;
  - (f) is absent from more than 3 Committee Meetings in the same Financial Year without tendering an apology to the President and/or Secretary;
  - (g) is the subject of a resolution passed by a General Meeting of Members terminating her appointment as a Committee Member.

## **30. Filling Vacancy or casual vacancy on Committee**

- (1) If the number of persons nominated in accordance with Rule 26 for election to membership of the Committee does not exceed the number of vacancies in that membership to be filled:



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- (a) The Secretary must report accordingly to; and
  - (b) The President must declare those persons to be duly elected as Members of the Committee at,  
  
the Annual General Meeting concerned.
- (2) If vacancies remain on the Committee after the declaration under sub-rule (1), additional nominations of Committee Members 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 President must declare those persons to be duly elected as Members of the Committee. Where the number of nominations from the floor exceeds the remaining number of vacancies on the Committee, elections for those positions must be conducted by secret ballot.
- (3) If a vacancy remains on the Committee after the application of sub-rule (2), or when a casual vacancy within the meaning of Rule 29 occurs in the membership of the Committee:
- (a) The Committee may appoint a Member to fill that vacancy; and
  - (b) A Member appointed under this sub-rule will –
    - i) Hold office until the election referred to in Rule 27(1)(a); and
    - ii) Be eligible for election to membership of the Committee,  
  
at the next following Annual General Meeting.
- (4) Each Member of the Association voting at such election shall vote for such number of candidates as there are vacancies to be filled, but no Member shall be entitled to record more than one vote for each candidate. The election shall be decided by taking the greatest number of votes cast for each particular candidate and in the event of a tie or in the event of a dispute, the decision of the President (or in her absence, the Vice-President) shall be binding and conclusive.

### ***Division 3 – Responsibilities***

#### **31. Collective responsibility of Committee**

- (1) As soon as is practicable after being elected to the Committee, each Committee Member must become familiar with the Act and regulations made under the Act.
- (2) The Committee is collectively responsible for ensuring the Association complies with the Act and regulations made under the Act.
- (3) The Committee and each Committee Member shall comply with these Rules and uphold the values of the College and act in accordance with the call, purpose, tradition and objectives of the College including those set out in the preamble to the constitution of the College.

#### **32. President and Vice-President**

- (1) Subject to sub-rules (2) and (3), the President must preside at all General Meetings and Committee Meetings.
- (2) If the President is absent from a meeting, the Vice-President must preside at the meeting.
- (3) If the President and the Vice-President are both absent, the presiding Member for that meeting must be:
  - (a) A Member elected by the other Members present if it is a General Meeting; or
  - (b) A Committee Member elected by the other Committee Members present if it is a Committee Meeting.

#### **33. Secretary**

- (1) The Secretary must, subject to these Rules:
  - (a) Coordinate the correspondence of the Association;
  - (b) Keep full and correct minutes of the proceedings of the Committee and of the Association in accordance with Rule 39;
  - (c) Maintain the register of Members as per Rule 12 of this Constitution and in accordance with section 53 of the Act;
  - (d) Have custody of all books, documents, records and registers of the Association, other than those of a financial nature required by Rule 34(5) to be in the custody of the Treasurer; and
  - (e) Perform any other duties imposed by this Constitution on the Secretary.

#### **34. Treasurer**

- (1) The Treasurer must, subject to these Rules:
  - (a) Control the funds of the Association in line with Part 7 of this Constitution;
  - (b) Ensure the accounting records of the Association are kept in accordance with Part 7 of this Constitution and Part 5 Division 2 of the Act;

- (c) Coordinate the preparation of the Association's annual statement of accounts;
- (d) If directed to do so by the President, submit to the Committee a report, balance sheet or financial statement in accordance with that direction;
- (e) Ensure the safe custody of all securities, books and documents of a financial nature and account records of the Association; and
- (f) Perform any other duties imposed by this Constitution on the Treasurer.

## **Part 5 – Meeting of Management Committee**

### **35. Frequency and calling of meetings**

- (1) The Committee must meet for the conduct of business at least four times per year.
- (2) The President, or at least half the Members of the Committee, may at any time convene a meeting of the Committee.

### **36. Voting and decision making**

- (1) Each Committee Member, other than the College Appointees, has a deliberative vote.
- (2) A question arising at a Committee Meeting must be decided by a majority of votes, but, if there is no majority, the person presiding at the Committee Meeting will have a casting vote in addition to her deliberative vote.

### **37. Quorum at Committee Meetings**

The quorum at Committee Meetings, shall be 6 (six) Committee Members of whom not less than two shall be any of the Members referred to in Rule 23(1)(a).

### **38. Procedure and order of business**

- (1) Subject to these Rules, the procedure and order of business to be followed at a Committee Meeting must be determined by the Committee Members present at the Committee Meeting.
- (2) Only the business for which the meeting is convened may be considered at a Committee Meeting.
- (3) The presence of a Committee Member at a Committee Meeting need not be by attendance in person but may be by that Committee Member and each other Committee Member at the meeting being simultaneously in contact by telephone or other means of instantaneous communication. A Committee Member who participates in a Committee Meeting as allowed under this sub-rule is taken to be present at the meeting and, if the Committee Member votes at the meeting, the Committee Member is taken to have voted in person.
- (4) Members may attend meetings of the Committee should they wish to do so, but the Committee may move into camera and exclude any person other than a Committee Member whenever it considers appropriate to do so.

### **39. Minutes of meetings of the Committee and the Association**

- (1) The Secretary must cause proper minutes of all proceedings of the Committee, General or Special Meetings to be taken and then to be entered within 30 days after the holding of each meeting in a minute book kept for that purpose.
- (2) The President must ensure that the minutes taken of a Committee, General or Special Meeting under sub-rule (1) are checked and signed as correct by the President of the meeting to which those minutes relate or by the President of the next succeeding meeting, as the case requires.
- (3) When minutes have been entered and signed as correct under this Rule, they are, until contrary is proved, evidence that –
  - (a) The Committee, General or Special Meeting to which they relate 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.

### **40. Disclosure of interest**

- (1) A Committee Member who has a direct or indirect pecuniary interest in a contract, or proposed contract, made by or in the contemplation of, the Association must:
  - (a) As soon as she becomes aware of that interest, disclose the nature and extent of the interest to the Committee; and
  - (b) Not take part in any deliberations or decision of the Committee with respect to that contract.
- (2) Sub-rule 1(a) does not apply with respect to a pecuniary interest that exists only by virtue of the fact that the Committee Member is an employee of the Association.
- (3) The Secretary must record the disclosure in the minutes of the meeting.
- (4) The President must ensure a Committee Member who has a direct or indirect pecuniary interest in a contract, or proposed contract, complies with Part 4 Division 2 of the Act.

## Part 6 – General Meetings

### 41. Convening General Meetings

The Committee –

- (1) Must convene Annual General Meetings within the time limits provided for the holding of such meetings by section 50 of the Act, that is, in every calendar year within 6 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, except for the first Annual General Meeting which may be held at any time within 18 months after incorporation; and
- (2) Must within 30 days of:
  - (a) Receiving a request in writing to do so from not less than 10 Members, or if that number is more than 20% of the Members at the time, at least 20% of the Members, convene a Special General Meeting for the purpose specified in that request; or
  - (b) The Secretary receiving a notice under Rule 21(1), convene a Special General Meeting to deal with the appeal to which that notice relates.
- (3) Must, after receiving a notice under Rule 10(2) either convene a Special General Meeting, at which the appeal referred to in the notice will be dealt with, or failing that, provide for the applicant to address the Association at the next Annual General Meeting in relation to the Committee's rejection of her application and the Association at that meeting must confirm or set aside the decision of the Committee.
- (4) May at any time convene a Special General Meeting.
- (5) The President 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.
- (6) 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.

### 42. Special General Meetings

- (1) The Members making a request for a Special General Meeting under Rule 41(2)(a) must:
  - (a) state in that request the purpose for which the Special General Meeting concerned is required; and
  - (b) sign that request.
- (2) If a Special General Meeting is not convened within the relevant period of 30 days referred to:

- (a) In Rule 41(2)(a), the Members who made the request concerned may themselves convene a Special General Meeting as if they were the Committee; or
  - (b) In Rule 41(2)(b), the Member who gave the notice concerned may herself convene a Special General Meeting as if she were the Committee.
- (3) When a Special General Meeting is convened under sub-rule (2)(a) or (b) the Association must pay the reasonable expenses of convening and holding the Special General Meeting.

#### **43. Special Resolutions**

- (1) 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 21 days' notice of the meeting at which a Special Resolution is to be proposed. In addition to those matters specified in Rule 44(1) or (2), as relevant, the notice must also include the resolution to be proposed and the intention to propose the resolution as a Special Resolution.
- (2) A Special Resolution shall not be included on the business of a General Meeting unless the College has given its prior written approval of the terms of the proposed Special Resolution to the Secretary.

#### **44. Notice of meetings**

- (1) Subject to Rule 43, 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 Special General Meeting is to be held; and
  - (b) The particulars and order in which business is to be transacted.
- (2) Subject to Rule 43, the Secretary must give to all Members not less than 21 days' notice of an Annual General Meeting and that notice must specify:
  - (a) When and where the Annual General Meeting is to be held; and
  - (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 Committee;
    - ii) Second, the election of Committee Members to replace outgoing Committee Members; and
    - iii) Third, any other business requiring consideration by the Association at the General Meeting.
- (3) The Secretary must give a notice under sub-rule (1) and (2) or Rule 43 by:
  - (a) Serving it on a Member personally; or
  - (b) Sending it by post or email to a Member at the address of the Member appearing in the register of Members kept and maintained under Rule 12.
- (4) When a notice is sent by post or email under sub-rule (3)(b), sending of the notice will be deemed to be properly effected if:

- (a) the notice is sufficiently addressed and posted to the Member concerned by ordinary prepaid mail;
  - (b) the notice is sufficiently addressed and emailed to the Member concerned without receiving notification that the email was not delivered.
- (5) When a General Meeting is adjourned for a period of 30 days or more, the Secretary must give notice under Rule 41 of the adjourned General Meeting as if that General Meeting were a fresh General Meeting.

#### **45. Quorum at General Meetings**

At a General Meeting of the Association, 12 (twelve) Members present in person shall constitute a quorum.

#### **46. Lack of quorum**

- (1) If within 30 minutes after the time specified for the holding of a General Meeting in a notice given under Rule 44(1) or (2):
- (a) As a result of requisition by a Member (under Rule 41(2)), a quorum is not present, the Special General Meeting shall lapse;
  - (b) In any other case, a quorum is not present, the meeting shall stand adjourned to the same time on the same day in the following week and to the same venue.
- (2) If within 30 minutes of the time appointed by sub-rule (1)(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.

#### **47. Voting**

- (1) 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 (3); and
  - (b) A Special Resolution put to the vote will be decided in accordance with section 51 of the Act, and, if a poll is demanded, in accordance with sub-rules (3) and (5).
- (2) A declaration by the President 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 (3).

- (3) At a General Meeting, a poll may be demanded by the President or by three or more Members present in person or by proxy and, if so demanded, must be taken in such manner as the President directs.
- (4) If a poll is demanded and taken under sub-rule (3) in respect of an Ordinary Resolution, a declaration by the President of the result of the poll is evidence of the matter so declared.
- (5) A poll demanded under sub-rule (3) must be taken immediately on the demand being made.

#### **48. Proxies**

- (1) Subject to these Rules, each Member present in person or by proxy at a General Meeting is entitled to a deliberative vote.
- (2) A Member may appoint in writing (Appointing Member) another Member to be the proxy to attend and vote on behalf of the Appointing Member, at any General Meeting.
- (3) A form appointing a proxy must be given to the Secretary before the commencement of the General Meeting for which the proxy is appointed.

#### **49. Minutes of General or Special meetings**

Minutes of all General Meetings must be taken in accordance with Rule 39.

## **Part 7 – Financial Management**

#### **50. Financial year**

The Financial Year of the Association shall end on the thirtieth day of June in each year to which day the accounts of the Association shall be balanced.

#### **51. Source of funds**

The funds of the Association may be derived from entrance fees, annual subscriptions, donations, fund-raising activities, grants, interest and any other sources approved by the Committee.

#### **52. Control of funds**

- (1) The Association must open an account in the name of the Association with a financial institution from which all expenditure of the Association is made and into which all funds received by the Association are deposited.
- (2) Subject to any restrictions imposed at a General Meeting, the Committee may approve expenditure on behalf of the Association.
- (3) The Committee may authorise the Treasurer to expend funds on behalf of the Association up to a specified limit without requiring approval from the Committee for each item on which the funds are expended.



- (4) All cheques, drafts, bills of exchange, promissory notes and other negotiable instruments of the Association must be signed by —
  - (a) 2 Committee Members; or
  - (b) one Committee Member and a person authorised by the Committee.
- (5) All funds of the Association must be deposited into the Association's account within 5 working days after their receipt.
- (6) No payment to a Committee Member from the Association's funds can occur unless the payment is authorised by a resolution of the Association.

### **53. Financial statements and financial reports**

- (1) For each Financial Year, the Committee must ensure that the requirements imposed on the Association under Part 5 of the Act relating to the financial statements or financial report of the Association are met.
- (2) Immediately after the close of each Financial Year, the Treasurer shall prepare the following statements of accounts, namely:
  - (a) A balance sheet showing the assets and liabilities of the Association as at the thirtieth day of June for the year just closed.
  - (b) A statement of receipts and disbursements of all moneys received and expended by the Association during the Financial Year just closed.
  - (c) Such statements of accounts as the Committee shall think fit in respect of all special funds held by the Association or of which the Association shall have the control or administration.
- (3) A copy of the statements of account prepared in accordance with sub-rule (2) are to be forwarded to the College and a copy of the most recent financial statements shall be provided at any time upon request by the College.

## **Part 8 – Grievance and Disputes**

### **54. Grievance and disputes procedures**

- (1) The grievance procedure set out in this Rule applies to disputes under these Rules between:
  - (a) A Member and another Member; or
  - (b) A Member and the Association; or
  - (c) If the Association provides services to non-Members, those non-Members who receive services from the Association, and the Association.
- (2) The parties to the dispute must meet and discuss the matter in dispute, and, if possible, resolve the dispute within 14 days after the dispute comes to the attention of all of the parties.

- (3) If the parties are unable to resolve the dispute at the meeting, or if a party fails to attend that meeting, then a party may request by giving written notice to the Secretary that the parties must, within 10 days, hold a meeting in the presence of a mediator.
- (4) The mediator must be –
  - (a) A person chosen by agreement between the parties; or
  - (b) In the absence of agreement –
    - i) In the case of a dispute between a Member and another Member, a person appointed by the Committee of the Association;
    - ii) In the case of a dispute between a Member or relevant non-Member and the Association, a person who is a mediator appointed to, or employed with, a not for profit organisation.
- (5) A Member of the Association can be a mediator.
- (6) The mediator cannot be a Member who is a party to the dispute.
- (7) The parties to the dispute must, in good faith, attempt to settle the dispute by mediation.
- (8) The mediator, in conducting the mediation, must –
  - (a) Give the parties to the mediation process every opportunity to be heard;
  - (b) Allow due consideration by all parties of any written statement submitted by any party; and
  - (c) Ensure that natural justice is accorded to the parties to the dispute throughout the mediation process.
- (9) The mediator must not determine the dispute.
- (10) The mediation must be confidential and without prejudice.
- (11) If the mediation process does not result in the dispute being resolved, the parties may seek to resolve the dispute in accordance with the Act or otherwise at law.

## Part 9 – Miscellaneous

### 55. Executing Documents

- (1) The Association is not required to have a common seal and contracts may be made by or on behalf of the Association as set out in section 15 of the Act. A document executed as a deed by the Association must be signed by —
  - (a) two Committee Members; or
  - (b) one Committee Member and a person authorised by the Committee.

### 56. Cooperation with College

- (1) The Association shall support, and the Committee shall liaise with, the College and the Foundation in the furtherance of the objects of the Association.
- (2) The Committee shall provide to the College all such information concerning the affairs of the Association as the College may request from time to time.

### 57. Distribution of surplus property on winding up of Association

- (1) If upon the winding up or dissolution of the Association there remains property after satisfaction of all its debts and liabilities and the costs, charges and expenses of that winding up, that property shall be distributed to such one or more of the following as shall be determined by Special Resolution of the Members when authorising and directing the Committee under section 129 of the Act to prepare a distribution plan for the distribution of the surplus property of the Association: -
  - (a) another incorporated association having objects similar to those of the Association;
  - (b) the College;
  - (c) the Foundation; or
  - (d) to the extent only that it is not possible for that property to be distributed to any of the entities set out in paragraphs (a), (b) or (c), for such other charitable or benevolent purposes as shall be determined by Special Resolution.