

**THE CONSTITUTION OF LORETO KIRRIBILLI
EX-STUDENTS' UNION**

(ABN 53 826 095 573)

An unincorporated association

Constitution as amended on 18 November 2018

1. DEFINITIONS

1.1 In this constitution, words and phrases have the meaning set out below:

ACNC means the Australian Charities and Not-for-profits Commission.

ACNC Act means *Australian Charities and Not-for-profits Commission Act 2012* (Cth) as amended from time to time.

AGM means annual general meeting.

the Area means Australia.

association means the unincorporated association described in rule 2.

Australian Law means all law, policy and other rules in existence from time to time in Australia that govern the operation of the association including the ACNC Act.

committee and **committee members** means the association's committee and the members of the committee respectively.

Eligible Applicants means any Australian citizen or permanent resident of Australia.

the IBVM means the Institute of the Blessed Virgin Mary, being the unincorporated association that bears the ABN 41 770 762 972.

general meeting means the meetings of members of the association as described in rule 18, and includes AGMs.

Principal means the Principal of the School.

School means Loreto Kirribilli Limited (ABN 68 474 202 939) which is located at 85 Carabella Street, Kirribilli, NSW 2061.

purposes means the charitable purposes of the association as described in rule 4.1.

registered charities means charities registered with the ACNC.

special resolution means a resolution of members:

- a) of which at least 21 days' notice of the meeting at which it will be considered has been given to members, and
- b) that is passed at a general meeting by 75% or more of the members voting (who are eligible to vote), voting in favour of it.

2. PRELIMINARY

- 2.1 The name of the association is the Loreto Kirribilli Ex-Students' Union ("the association").
- 2.2 The association is a group of persons who were students of the School or another school associated with the IBVM.
- 2.3 The association is unincorporated.
- 2.4 The association is established to be, and continue as, a charity.
- 2.5 These rules are intended to be binding on members of the association and enforceable by courts in New South Wales.
- 2.6 The patron of the association shall be the community leader for the time being of the IBVM and shall act as the representative of the IBVM at meetings and functions of the association.
- 2.7 The Principal for the time being of the School shall act as the representative of the School Board at meetings and functions of the association.
- 2.8 Both the patron and the Principal are invited to all meetings of the association.

3. ALTERATION OF RULES

- 3.1 Subject to rule 3.2 below, these rules may be changed, added to, or replaced by special resolution of the association's members at a general meeting. This includes a change to the association's name.
- 3.2 The members must not pass a special resolution that amends these rules if passing it causes the association to no longer be a charity.

4. CHARITABLE PURPOSES AND NOT-FOR-PROFIT STATUS

- 4.1 The association shall advance the educational purposes of the School by:
 - a) maintaining the interest of ex-students of the School in the School;
 - b) fostering a spirit of loyalty to the School;
 - c) supporting the aims of the IBVM;
 - d) providing eligible scholarships, bursaries and prizes at the School awarded as follows:-
 - (i) to Eligible Applicants who reside within the Area;
 - (ii) on the basis of merit or by reason of equity.

- e) having Mass offered each year for present and deceased members of the association; and
- f) promoting these purposes and the activities of the association amongst the student body of the School.

4.2 The association may do all things that help it to achieve these purposes, in accordance with these rules.

4.3 The association and its committee may only do things and use the income and assets of the association (including those held on trust for the association or its purposes) for the purposes.

4.4 The association must operate consistently with legal requirements for registered charities.

4.5 The association must not distribute any income or assets, directly or indirectly, to its members.

4.6 Rule 4.5 does not stop the association from doing the following things, provided they are done in good faith (fairly and honestly):

- a) paying a member for goods or services they have provided or expenses they have properly incurred at fair and reasonable rates or rates more favourable to the association, or
- b) making a payment or providing a benefit to a member in carrying out the association's charitable purpose(s).

5. INDEMNITY

5.1 To the extent possible under law, members (including members of the committee) are entitled to be indemnified out of the assets held for the association for any debts or liabilities incurred personally by a member when acting on behalf of the association, so long as the member was:

- a) authorised by the association to take that action, and
- b) acting in good faith (fairly and honestly) and in the best interests of the association.

5.2 This indemnity is a continuing obligation and is enforceable by a person even if that person is no longer a member of the association. This indemnity only applies to the extent that the person is not otherwise entitled to be indemnified and is not actually indemnified by another person (including an insurer under an insurance policy).

- 5.3 To the extent permitted by law, and if the committee considers it appropriate, the association may pay or agree to pay a premium for a contract insuring a person who is or has been a member of the association (including a member of the committee) against any liability incurred by that person as a member of the association (including as a member of the committee).

6. FUNDS AND ASSETS

- 6.1 In addition to the requirements under rule 21, the committee must establish policies about the holding and management of funds and assets on behalf of the association or its purposes, and that set out who oversees these funds and assets and who can make decisions about them.
- 6.2 The association must satisfy any obligations that apply to the use of assets over which a trust exists.
- 6.3 The association can receive funding from:
- a) joining and annual membership fees
 - b) donations
 - c) grants
 - d) fundraising
 - e) interest, and
 - f) any other lawful sources approved by the committee that are consistent with furthering the association's purposes.

7. FINANCIAL YEAR

- 7.1 The financial year of the association is from 1 October to 30 September, unless the committee passes a resolution to change the financial year.

8. RECORD-KEEPING

- 8.1 The association must make and keep written financial records that:
- a) correctly record and explain the association's transactions and financial position and performance, and
 - b) enable true and fair financial statements to be prepared and to be audited.
- 8.2 The association must also keep written records that correctly record its operations, and be able to produce these records if required by law.
- 8.3 The association must retain its records for at least seven years, or as otherwise required by the ACNC Act or any other laws that may apply (for example, taxation law).

- 8.4 The committee must take reasonable steps to ensure that the association's records are kept safe.

9. CONTRACTS

- 9.1 As an unincorporated association, the association cannot enter into contracts in its own name but only in the collective names of three or more individuals appointed by the committee.
- 9.2 The individuals who enter into the contract under the previous rule may elect to re-execute a contract if one or more of the individuals is no longer a member of the association, in which case the committee shall appoint one or more individuals in their place.

10. MEMBERSHIP

- 10.1 A person is eligible for Ordinary Membership if they have been educated at any IBVM school in Australia or overseas or affiliated school and pay the subscription.
- 10.2 There are two categories of membership:
- a) Life Membership; and
 - b) Ordinary Membership.
- 10.3 A person is eligible for Life Membership if they have held Ordinary Membership and have been financial for ten consecutive years. Life Membership will be granted by the association without the need for an application.
- 10.4 The committee decides the process for receiving and approving or rejecting membership applications.
- 10.5 After the committee has approved or rejected a membership application, the committee must write to the applicant as soon as possible to tell them whether their application was approved or rejected. If an application is rejected, the association does not have to give reasons.
- 10.6 The committee can propose to set or change joining fees and membership fees for members. Joining and membership fee proposals must be approved by a majority of members voting at a general meeting.
- 10.7 Members must pay any membership fee and any unpaid joining fee within one month of being asked. If a member does not pay in time, their membership may be suspended by the committee. If the member does not pay all amounts owing within six months of

their membership being suspended, their membership may be cancelled by the committee.

10.8 When membership is suspended, a member cannot exercise their member's rights, such as voting at a general meeting.

10.9 A person immediately stops being a member if:

- a) their membership is cancelled under this constitution;
- b) they resign by writing to the committee; or
- c) they die.

10.10 If a member resigns, the association is not required to refund any joining and membership fees already paid.

11. REGISTER OF MEMBERS

11.1 The association must maintain a register of members.

11.2 Members' names and contact details (an email address is sufficient instead of other contact details, if the committee approve this) must be entered in the register of members when membership is approved. A person becomes a member when their name is entered on the register.

11.3 The committee must record the date that a person stops being a member of the association in the register of members as soon as possible after the person stops being a member.

11.4 If a member requests that access to their details on the register of members be restricted, the committee may decide whether access will be restricted and will notify the member of this.

12. MEMBERS' ACCESS TO DOCUMENTS

12.1 A member may make reasonable requests to inspect (at a reasonable time) the:

- a) rules of the association;
- b) general meeting minutes; and
- c) register of members.

12.2 A member may make reasonable requests for copies of the documents requested under rule 12.1. The association can charge a reasonable fee for providing copies.

12.3 Members may only use information that is accessed in accordance with rules 12.1 or 12.2 for lawful and proper purposes related to the association.

- 12.4 Subject to rule 12.5, the association must provide access to documents or copies requested under rules 12.1 or 12.2 within a reasonable time.
- 12.5 The association can refuse to provide access or copies, or provide only limited access, if the documents contain confidential, personal, employment, commercial or legal matters, or if granting the request would breach a law or could cause damage or harm to the association, or if the request is otherwise unreasonable.
- 12.6 Members cannot inspect or get copies of committee meeting minutes or parts of the minutes, unless the committee specifically allows it.

13. THE COMMITTEE

Role and power of the committee

- 13.1 The association is governed by the committee established and maintained in accordance with this constitution. The role of the committee is to ensure that the association is responsibly managed and pursues its purposes.
- 13.2 The committee can exercise all powers and functions of the association (consistently with these rules, relevant Australian laws and requirements for registered charities), except for powers and functions that the members are required to exercise at a general meeting (under these rules, relevant Australian laws or requirements for registered charities).
- 13.3 The committee can delegate any of its powers and functions to a member of the committee, a sub-committee, a member or a School staff member. Notwithstanding this rule 13.3, the committee cannot delegate the power of delegation or a duty that applies to the committee or to a particular member of the committee under Australian laws.

Composition

- 13.4 The committee shall comprise the following office bearers:
- a) President;
 - b) Vice President (Past President);
 - c) Secretary;
 - d) Treasurer.

Election of Committee

- 13.5 Other than the Vice President (Past President), the members of the committee are elected by a ballot of members of the association at the AGM. However, if the number

of eligible applicants nominated to be members of the committee is equal to the number of applicants required, the chair of the meeting may declare the positions filled without holding a ballot.

Nominations

- 13.6 A member can nominate to be on the committee by writing to the committee or at a general meeting where an election for the committee is held. Another member must support their nomination.

Eligibility

- 13.7 To be eligible to be a member of the committee, a person:
- a) must not be ineligible to be a responsible person under the ACNC Act;
 - b) must be nominated under rule 13.6;
 - c) must give the association their signed consent to act as a member of the committee of the association; and
 - d) must be a member of the association at the time of their nomination, appointment, and for the duration of their time on the committee.

Terms of appointment

- 13.8 The President shall be appointed for a one year term, and is eligible to be reappointment for a further one year term.
- 13.9 Upon their retirement as President, they shall be appointed Vice President (Past President) for one year, and they shall not be eligible for re-appointment as President until the expiration of four years from the date of retirement as Vice President.
- 13.10 The Secretary and Treasurer shall be appointed for a one year term, but are eligible to seek reappointment for a further term on two occasions, such that their continuous service to the association does not exceed a period of three years. Upon retirement, they shall not be eligible for re-appointment to this office until the expiration of two years from the date of their retirement.
- 13.11 A retiring committee member holds office until the conclusion of the meeting at which that committee member retires.

Cessation

- 13.12 A committee member stops being on the committee if they:
- a) resign, by writing to the committee;

- b) stop being a member of the association;
- c) are removed by a resolution of members of the association;
- d) are absent without the consent of the committee from all meetings of the committee held during a period of six months;
- e) become ineligible to be a responsible entity (committee member) under the ACNC Act; or
- f) die.

Casual vacancy

13.13 If a member of the committee stops being on the committee before the next AGM, the committee can temporarily appoint a member of the association to fill the vacancy on the committee until the next AGM.

14. DUTIES OF OFFICE-BEARERS

14.1 The duties of the office bearers include as follows:

- a) President
 - i) To preside at all meetings of the committee and any general meetings. If absent, the Vice President shall preside. In the absence of both, the meeting shall elect a chair person.
 - ii) To liaise with the Principal and the School's development office.
 - iii) To represent the association at events as required.
 - iv) To set the agenda for meetings and functions of the association.
 - v) To prepare reports for "The Spirit" publication.
 - vi) To attend the Biennial Conference of Australia-wide Loreto Schools known as Loreto Federation and, where unable to attend, to appoint a delegate.
- b) Vice President
 - i) To support the President in her duties.
 - ii) To take the place of the President should she be absent.
- c) Secretary
 - i) To receive correspondence and to conduct the business of the association.
 - ii) To keep a record of proceedings of all meetings of the association, the

committee and the attendance of members at committee meetings.

- iii) To give notice to members of the time and place of forthcoming meetings.
- d) Treasurer
 - i) To ensure that proper books of account are kept.
 - ii) To ensure that the books of the association are audited annually by a qualified accountant.
 - iii) To draw up a balance sheet and a profit and loss account for presentation at the annual general meeting and to ensure that copies are made available to members of the association upon request.
 - iv) To deposit into interest-bearing term deposit(s) and an account with cheque facilities with the Commonwealth Bank of Australia (or such other bank as the committee may from time to time determine) all monies received by the association by way of subscriptions, donations or from any other source. Signatories to these deposits and the cheque account shall be the President and the Treasurer jointly.

15. DUTIES OF THE COMMITTEE

15.1 Among its other responsibilities, the committee is responsible for making sure that:

- a) accurate minutes of all meetings are made and kept;
- b) other records are kept in accordance with rules 8.1 to 8.4, and
- c) documents of the association are made available to members in accordance with rules 12.1 to 12.6.

15.2 Committee members must:

- a) comply with their legal duties under Australian laws and ensure that the association complies with its duties under Australian laws, and
- b) meet the requirements for responsible entities (committee members) of registered charities and comply with the duties described in governance standard 5 of the regulations made under the ACNC Act which are:
 - i) to exercise their powers and discharge their duties with the degree of care and diligence that a reasonable individual would exercise if they were a committee member of the association;
 - ii) to act in good faith (fairly and honestly) in the best interests of the

association and to further the charitable purpose(s) of the association set out in rule 4;

- iii) not to misuse their position as a committee member;
- iv) not to misuse information they gain in their role as a committee member;
- v) to disclose any perceived or actual material conflicts of interest;
- vi) to ensure that the financial affairs of the association are managed responsibly; and
- vii) not to allow the association to operate while it is insolvent.

15.3 For clarity, rule 15.2 is intended to require compliance with the ACNC governance standards as amended or modified from time to time.

16. COMMITTEE MEETINGS

16.1 The committee shall decide how often it meets, but must hold no fewer than four meetings a year and at such time and place as it shall determine.

16.2 In accordance with rule 2.8, the Patron and the Principal are invited to attend all meetings of the committee, and must be provided with reasonable notice of the meeting.

16.3 A committee member may call a meeting by giving seven days' notice of a meeting to committee members unless the meeting is an urgent meeting (in which case reasonable notice must be given).

16.4 The committee can decide the way in which it meets, including by allowing committee members to attend through technology, so long as it allows everyone to communicate.

16.5 The President will chair committee meetings. If the President does not attend, the Vice President will chair the committee meetings. If both are absent, the committee members can choose who will chair that meeting.

16.6 A resolution is passed if more than half of the committee members voting at the committee meeting vote in favour of the resolution.

16.7 A majority (more than half) of committee members must be present (either in person or through the use of technology) for the meeting to be validly held (this is the quorum for committee meetings).

- 16.8 The committee can allow circular resolutions. To pass a circular resolution, each committee member must agree to it in writing, including by email or other electronic communication, and it is passed once the last committee member has agreed to it.
- 16.9 The committee, in its discretion, may invite the School Captain (or her substitute) or such other students as it sees fit to attend its meetings from time to time to provide feedback to the committee, however such students shall not be committee members and shall not have a right to attend or vote on any matters.

17. SUB-COMMITTEES

- 17.1 The committee may, by instrument in writing, establish one or more sub-committees (consisting of such member or members of the association and other persons as the committee thinks fit) and delegate under rule 13.3 the exercise of such of the functions of the committee as are specified in the instrument.
- 17.2 These sub-committees are to have specific terms of reference, may have defined durations, are to report to the committee, and must include at least one member of the committee.

18. GENERAL MEETINGS OF MEMBERS

- 18.1 General meetings of members can be called by the committee. The committee must call a general meeting if requested by a group of members making up at least 10% of members who are entitled to vote at general meetings. The members must state in the request any resolution to be proposed at the meeting.
- 18.2 If the committee does not call and hold a meeting where requested to do so under rule 18.1 within two months of the request, 50% or more of the members who made the request may call and arrange to hold a general meeting. The meeting must be held within three months from the time the request was made and as far as possible, should follow the procedures for calling general meetings set out in these rules. The members are entitled to claim any reasonable expenses that they incur in calling the meeting from the assets of the association.
- 18.3 Twenty (20) members personally present shall constitute a quorum at any general meeting (either in person or through technology that allows for clear and simultaneous

(interactive) communication of all meeting participants, for the meeting to be held (this is the quorum for general meetings).

- 18.4 Written notice of general meetings, either by email or by post to the address last supplied by the member, must be provided to all members (and the association's auditor or reviewer, if one is appointed) at least 21 days before the meeting. Notice to members must be sent to the members' contact addresses listed on the register of members.
- 18.5 Any notice of general meetings must include the meeting details (including whether the meeting is to be held in two or more places and the technology that will be used to facilitate this), proposed issues to be discussed and resolutions to be moved at that meeting.
- 18.6 A group of at least 10% of members who are eligible to vote at a general meeting can propose resolutions to be voted on at a general meeting by writing to the committee advising them of the proposed resolutions, so long as requirements to notify members of the resolutions prior to the general meeting can be met (which will depend on the type of resolution proposed).
- 18.7 Any resolution proposed under rule 18.6 must be considered at the next general meeting held no more than two months after the date the committee is notified of the request to present a resolution to members. This rule does not limit any other right that a member has to propose a resolution at a general meeting.
- 18.8 The chair (appointed in accordance with rule 14.1(a)) will preside at the general meetings. The chair is responsible for the conduct of the general meeting, and for this purpose must give members a reasonable opportunity to make comments and ask questions (including to the auditor or reviewer (if any)).
- 18.9 Each member has one vote.
- 18.10 A resolution (other than a special resolution) is passed if more than half of the members present at a general meeting vote in favour of the resolution.
- 18.11 Votes may be held by a show of hands or written ballot, or another method that the chair decides is fair and reasonable in the circumstances. If a vote is held initially by show of hands, any member can request a vote be held again by written ballot. If a vote of the members is tied, the chair of the meeting does not have an additional, deciding vote and shall declare that the motion has failed.

18.12 The chair can adjourn the meeting if there are not enough members at the meeting (a quorum – see rule 18.3) within 30 minutes of the meeting start time, or if there is not enough time at a meeting to consider all business. A new notice must be sent to members for the adjourned meeting (but does not have to comply with time for notice requirements, unless the adjourned meeting is more than 21 days after the original meeting date). Only unfinished business may be dealt with at a resumed meeting. The chair must adjourn the meeting if a majority of members entitled to vote at the meeting direct the chair to do so.

18.13 On a show of hands, the chair's decision is conclusive evidence of the result of the vote.

18.14 The chair and the meeting minutes do not need to state the number or proportion of the votes in favour or against on a show of hands.

19. **DISPUTE RESOLUTION PROCESS**

19.1 If there is a dispute between a member and:

- a) one or more members, or
- b) the committee,

the parties (the people who disagree) involved must first attempt to resolve the dispute between themselves within a period of at least 14 days from the date the dispute is known to all parties involved.

19.2 If the dispute cannot be resolved between the people involved, the committee must be notified, and a dispute resolution process must be put in place by the committee. The committee may develop a policy regarding dispute resolution.

19.3 A dispute resolution process must allow each party a reasonable opportunity to be heard and/or submit arguments in writing, and should first attempt to resolve the dispute by the parties reaching agreement. If agreement cannot be reached, the committee may appoint an unbiased person to decide the outcome of the dispute. The unbiased person may be a member, non-member or professional mediator who is not connected with the dispute or the people involved in it.

20. **DISCIPLINING MEMBERS**

20.1 The committee can take disciplinary action against a member of the association if it considers the member has breached these rules or if the member's behaviour is causing (or has caused) damage or harm to the association. The committee must

follow a disciplinary process in accordance with rule 20.4. The committee may choose to adopt a more detailed discipline policy, dealing with issues such as rights to appeal.

- 20.2 Disciplinary action can include warning a member, or suspending or cancelling the member's membership. It cannot include a fine. Membership cannot be suspended for more than 12 months.
- 20.3 The committee must write to the member to tell them why they propose to take disciplinary action.
- 20.4 The committee must arrange a disciplinary procedure that meets these requirements:
- a) the outcome must be determined by an unbiased decision-maker (who cannot be a committee member),
 - b) the member must have an opportunity to explain or defend themselves, and
 - c) the disciplinary procedure must be completed as soon as reasonably practical.
- 20.5 The committee must notify the member of the outcome of the disciplinary procedure as soon as reasonably practical.
- 20.6 There will be no liability for any loss or injury suffered by a member as a result of any decision made in good faith (fairly and honestly) under rule 20.4.

21. ACCOUNTING PROCEDURES

- 21.1 The proceeds of all functions shall be paid into the association's cheque account provided however that the committee may invest such funds as it deems expedient in the manner set out in the Trustee Act 1925 (as amended). Nothing contained herein shall affect the right of the committee to make such donations as it may from time to time think fit provided any donations are within the purposes of the association stated in rule 4.1 or to use a proportion of such funds for reasonable administration costs.
- 21.2 Any expenditure in excess of \$500 (other than for bursaries and voluntary subscriptions) must be authorised by the committee. Invoices raised by the School for payment of bursaries must be submitted to the President and the committee for payment.

22. THE BURSARY FUND

- 22.1 There shall be a fund established called the "Bursary Fund" for the purpose of implementing the purposes of the association under rule 4.1(d).
- 22.2 The capital of this fund is to be invested in interest-bearing deposits in the name of the association and is to be augmented by the proceeds of all joining and membership

fees. Monies in term deposits which comprise the Bursary Fund are to be preserved in their entirety as capital to generate interest income for the ongoing provision of Bursaries.

- 22.3 The Bursaries will be awarded in consultation with the School and the recipients shall be chosen by the School's Bursary Committee on the basis of merit or by reason of equity.
- 22.4 The School's Bursary Committee, the Committee and the person so nominated shall be required to treat any and all information in relation to the award of a bursary in strict confidence.
- 22.5 All bursaries are awarded for a School year or part of a School year and recipients must apply on an annual basis.

23. WINDING UP

- 23.1 The association can be wound up by its members if the members pass a special resolution to wind up the association at a general meeting.
- 23.2 If the association is wound up, after it has paid all debts and other liabilities (including the costs of winding up), any remaining assets:
- a) must not be distributed to the members or former members of the association, and
 - b) subject to the requirements of Australian laws and any Australian court order, must be distributed to the School, or if the School does not exist, to another organisation or other organisations with similar charitable purposes, provided that the recipient(s) is/are charitable at law, and is/are not carried on for the profit or personal gain of members or trustees (as applicable).
- 23.3 In making distributions upon winding up, the association must satisfy any obligations that apply to assets over which a trust exists.