



Constitution

Loreto Kirribilli Ex-Students' Union Incorporated

ABN [53 826 095 573]

Under the *Associations Incorporation Act 2009 (NSW)*



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Part 1 - Preliminary

1 Definitions and interpretation

1.1 In this Constitution:

ACNC Act means the *Australian Charities and Not-for-profits Commission Act 2012* (Cth).

Act means the *Associations Incorporation Act 2009* (NSW).

Annual General Meeting means a General Meeting required to be held annually as provided in clause 34.

Association means Loreto Kirribilli Ex-Students' Union Incorporated being an incorporated association described in this Constitution and established under the Act with Registration number [*pending*] and ABN 53 826 095 573.

Committee means the governing body of the Association with powers as provided in clause 17.

Committee Member means a person elected as a member of the Committee pursuant to clause 20.

Constitution means this constitution as amended from time to time.

Director-General has the same meaning as the word 'Secretary' has in the Act which at the time of adoption of this Constitution means:

- (a) the Commissioner for Fair Trading, Department of Finance, Services and Innovation, or
- (b) if there is no such position in the Department, the Secretary of the Department.

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

Financial Year means the Association's accounting period of 12 months, which begins on the 1 October and ends on the last day of September each year.

General Meeting means a meeting of Members and includes an Annual General Meeting.

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

Member means a person entered as a member on the register of the Association in accordance with clause 7.2.

Membership means membership of the Association.

Office-Bearer means a Committee Member elected to a position set out clause 19.1.

Permitted Appointment means:

- (a) the appointment of a person who is already an employee as a Committee Member or other officer of the Association; or
- (b) the appointment of a person who is already a Committee Member, officer or Member as an employee of the Association;



in circumstances which satisfy all of the following requirements:

- (c) the terms of employment have been approved by a resolution of the Committee; and
- (d) only 1 person at any time is both:
 - (i) a Committee Member or other officer of the Association; and
 - (ii) an employee of the Association; and
- (e) the appointment is permitted by, or not in contravention of, any applicable law.

Principal means the Principal of the School.

Public Officer means a public officer appointed by an association's committee in accordance with section 34 of the Act.

Regulation means the *Associations Incorporation Regulation 2016* (NSW).

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

Secretary means the person appointed as secretary of the Association in accordance with clause 24.

Special General Meeting means a General Meeting of the Association other than an Annual General Meeting.

Special Resolution has the meaning given by clause 42.

1.2 In this Constitution:

- (a) a reference to a function includes a reference to a power, authority and duty;
- (b) a reference to the exercise of a function includes, if the function is a duty, a reference to the performance of the duty;
- (c) words importing any gender include all other genders;
- (d) the singular includes the plural and vice versa;
- (e) a reference to a law includes regulations and instruments made under the law;
- (f) a reference to a law or a provision of a law includes amendments, re-enactments or replacements of that law or the provision, whether by the State or the Commonwealth of Australia or otherwise;
- (g) a reference to a meeting includes a meeting occurring by use of technology where all participants can actively participate in the meeting;
- (h) a power, an authority or a discretion reposed in a Committee Member, the Committee, the Association in General Meeting or a Member may be exercised at any time and from time to time;
- (i) where, by a provision of this Constitution, a document including a notice is required to be signed, that requirement may be satisfied in relation to an electronic communication of the document in any manner permitted by law or by any State or Commonwealth law relating to electronic transmissions or in any other manner approved by the Committee;

- (j) "writing" and "written" includes printing, typing and other modes of reproducing words in a visible form including, without limitation, any representation of words in a physical document or in an electronic communication or form or otherwise; and
- (k) Australian dollars, dollars, A\$ or \$ is a reference to the lawful currency of Australia.

1.3 The provisions of the *Interpretation Act 1987* (NSW) apply to and in respect of this Constitution in the same manner as those provisions would so apply if this Constitution was an instrument made under the Act.

2 Objects

The objects for which the Association is established are to 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 Australia;
 - (ii) on the basis of merit or by reason of equity.
- (e) having Mass or Liturgy 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.
- (g) doing such things as are incidental or ancillary to the attainment of these objects.

3 Powers

The Association has the legal capacity and powers of an individual and also has all the powers of a body corporate under the Act.

4 Application of income for objects only

4.1 The income and the property of the Association, however derived:

- (a) must be applied solely towards the promotion of the objects of the Association as set out in clause 2; and
- (b) may not be paid or transferred to the Members, in whole or in part, either directly or indirectly by way of dividend, bonus or otherwise.

4.2 Clause 4.1 does not prevent payment in good faith to a Member, or to a firm of which a Member is a partner:

- (a) of reasonable remuneration for services to the Association;
- (b) for goods supplied in the ordinary course of business;



- (c) of fair and reasonable interest on money borrowed from a Member at a rate not exceeding that fixed for the purposes of this clause 4.2 by the Association in a General Meeting;
- (d) of reasonable rent for premises let by a Member; or
- (e) for reimbursement of reasonable out-of-pocket expenses incurred on behalf of the Association.

5 Winding up and cancellation

- 5.1 The Association may be wound up by Special Resolution.
- 5.2 In the event of the winding up or the cancellation of the incorporation of the Association, the surplus assets of the Association must not be distributed to any Members or former Members.
- 5.3 Subject to the Act, any court order made under section 63 of the Act and the requirements of Australian laws, the surplus assets must be given or transferred to the School, or if the School does not exist or is not a charity registered under the ACNC Act, to 1 or more funds or institutions:
 - (a) that has charitable objects similar to, or inclusive of, the Association; and
 - (b) is a not-for-profit entity whose rules or governing document prohibit the distribution of its income and assets among its members to an extent at least as great as imposed on the Association under this Constitution.
- 5.4 The funds or institutions to which the surplus assets are to be given must be decided by Special Resolution at or before the time of dissolution.

Part 2 - Membership

6 Membership qualifications

- 6.1 The 'Ordinary Members' and Life Members at the date of registration of the Association and any person admitted as a Member under clause 7 are the Members of the Association.
- 6.2 A person is qualified to be a Member if the person:
 - (a) has been educated at:
 - (i) any IBVM school in Australia or overseas; or
 - (ii) at an IBVM affiliate;
 - (b) is a natural person;
 - (c) agrees to be bound by this Constitution; and
 - (d) has been admitted for Membership of the Association under clause 7.

7 Admission as a Member

- 7.1 The Committee shall admit as a member any eligible person under clause 6.2 that:
 - (a) other than applicants who have completed Year 12 at the School within 1 year from the date of admission, completes a Membership form in such form as the



Committee may prescribe from time to time and lodges such form in the manner specified in the Membership form;

- (b) pays a Membership fee ; and
- (c) consents in writing to admission as Member and agrees in writing to be bound by this Constitution.

7.2 The Secretary must cause the applicant's name and details specified in clause 11.1 to be entered in the register of Members and, on the name being so entered, the applicant becomes a Member for life.

7.3 The Association shall maintain at least 5 Members.

7.4 Members who reside overseas must supply an email address for the purposes of clause 53.1 as the Association does not post notices outside of Australia. Accordingly, the Member agrees that failure to provide an email address for the purposes of clause 53.1 will result in notices being withheld from the Member.

8 Cessation of Membership

- (a) A person ceases to be a Member if the person:
 - (i) dies;
 - (ii) resigns Membership;
 - (iii) fails to respond to correspondence sent by the Association for the purpose of confirming your membership or address details within 3 months of the date of the correspondence;
 - (iv) fails to provide current contact details to the Secretary for a period exceeding 5 years and the Committee determines, in its discretion, to remove the Member's name from the register of Members. The Member's membership may be reinstated upon compliance with clause 7;
 - (v) is expelled from the Association under clause 15.
- (b) If a Member resigns, the Association is not required to refund any Membership fees already paid.

9 Membership entitlements not transferable

A right, privilege or obligation which a person has by reason of being a Member:

- (a) is not capable of being transferred or transmitted to another person; and
- (b) terminates on cessation of the person's Membership.

10 Resignation of Membership

10.1 A Member may resign their Membership in accordance with this clause 10.

10.2 A Member who has paid all amounts payable by the Member to the Association in respect of their Membership may resign from Membership by:

- (a) first giving to the Secretary written notice of at least 1 month (or such other period as the Committee may determine) of the Member's intention to resign; and
- (b) on the expiration of the period of notice, the Member ceases to be a Member.



- 10.3 If a Member ceases to be a Member under clause 10.2, and in every other case where a Member ceases to hold Membership, the Secretary must make an appropriate entry in the register of Members recording the date on which the Member ceased to be a Member.

11 Register of Members

- 11.1 The Secretary must establish and maintain a register of Members specifying:

- (a) the name of the Member;
- (b) the postal, residential or email address of the Member;
- (c) the date on which the person became a Member; and
- (d) the date on which the person ceased being a Member.

- 11.2 The register of Members must be kept in New South Wales:

- (a) at the main premises of the Association; or
- (b) if the Association has no premises, at the Association's official address.

12 Membership fees

- 12.1 Subject to clause 12.2, the Members must pay such Membership fees on admission as prescribed by the Committee from time to time.

- 12.2 Any proposed change to Membership fees must be approved by a majority of Members voting at a General Meeting.

13 Members' liabilities

The liability of a Member to contribute towards:

- (a) the payment of the debts and liabilities of the Association; or
- (b) the costs, charges and expenses of the winding up of the Association;

is limited to the amount, if any, unpaid by the Member in respect of Membership as required by clause 12.

14 Resolution of internal disputes

- 14.1 Disputes between Members (in their capacity as Members) of the Association, and disputes between Members and the Association, are to be referred to a community justice centre for mediation in accordance with the *Community Justice Centres Act 1983* (NSW).

- 14.2 At least 7 days before a mediation session is to commence, the parties are to exchange statements of the issues that are in dispute between them and supply copies to the mediator.



15 Disciplining of Members

- 15.1 A complaint may be made to the Committee by any person that a Member:
- (a) has persistently refused or neglected to comply with a provision or provisions of this Constitution; or
 - (b) has persistently and wilfully acted in a manner prejudicial to the interests of the Association; or
 - (c) has acted or made statements which in the reasonable opinion of the Committee are inconsistent with, or contrary to, the objects of the Association .
- 15.2 On receiving such a complaint, the Committee:
- (a) must cause notice of the complaint to be served on the Member concerned;
 - (b) must give the Member at least 14 days from the time the notice is served within which to make submissions to the Committee in connection with the complaint; and
 - (c) must take into consideration any submissions made by the Member in connection with the complaint.
- 15.3 The Committee may, by resolution, expel the Member from the Association or suspend the Member if, after considering the complaint and any submissions made in connection with the complaint, it is satisfied that the facts alleged in the complaint have been proved.
- 15.4 If the Committee expels or suspends a Member, the Secretary must, within 7 days after the action is taken, cause written notice to be given to the Member of the action taken, of the reasons given by the Committee for having taken that action and of the Member's right of appeal under clause 16.
- 15.5 The expulsion or suspension does not take effect:
- (a) until the expiration of the period within which the Member is entitled to appeal against the resolution concerned; or
 - (b) if within that period the Member exercises the right of appeal, unless and until the Association confirms the resolution under clause 16.5, whichever is the later.

16 Right of appeal of disciplined Member

- 16.1 A Member may appeal to the Association in General Meeting against a resolution of the Committee under clause 15, within 7 days after notice of the resolution is served on the Member, by lodging with the Secretary a notice to that effect.
- 16.2 The notice may, but need not, be accompanied by a statement of the grounds on which the Member intends to rely for the purposes of the appeal.
- 16.3 On receipt of a notice from a Member under clause 16.1, the Secretary must notify the Committee which is to convene a General Meeting of the Association to be held within 28 days after the date on which the Secretary received the notice.



- 16.4 At a General Meeting convened under clause 16.3:
- (a) no business other than the question of the appeal is to be transacted; and
 - (b) the Committee and the Member must be given the opportunity to state their respective cases orally or in writing, or both; and
 - (c) the Members present are to vote by secret ballot on the question of whether the resolution should be confirmed or revoked.
- 16.5 If the General Meeting passes a Special Resolution in favour of the confirmation of the resolution, the resolution is confirmed.

Part 3 - The Committee

17 Powers of the Committee

Subject to the Act, the Regulation and this Constitution and to any resolution passed by the Association in General Meeting, the Committee:

- (a) is to control and manage the affairs of the Association;
- (b) may exercise all such functions as may be exercised by the Association, other than those functions that are required by this Constitution to be exercised by a General Meeting; and
- (c) has power to perform all such acts and do all such things as appear to the Committee to be necessary or desirable for the proper management of the affairs of the Association, including making, rescinding or altering rules or policies which are binding on Members for the management and conduct of the Association.

18 Compliance with duties under the Act and ACNC Act

Each Committee Member must comply with the duties described in governance standard 5 as set out in the regulations made under the ACNC Act and such other obligations as apply under the Act from time to time.

19 Composition and membership of Committee

19.1 The Committee is to consist of the following 4 Office-Bearers:

- (a) the President;
- (b) the Vice President (alternating each year between President-elect and Past President);
- (c) the Treasurer; and
- (d) the Secretary,

each of whom (other than the Vice President (Past President)) is to be elected at the Annual General Meeting under clause 20.

19.2 The Vice President position alternates each year between the President-elect and the Past President, whereby the Vice President (President-elect) is elected at the Annual General Meeting under clause 20, and the Vice President (Past President) is appointed under clause 19.6.

19.3 To be eligible to be a Committee Member, a person:



- (a) must not be ineligible to be a responsible person under the ACNC Act;
 - (b) must be nominated under clause 20.1;
 - (c) must give the Association their signed consent to act as a Committee Member;
and
 - (d) must be a Member at the time of their nomination, appointment, and for the duration of their time on the Committee.
- 19.4 Each Committee Member (other than the Vice President (Past President)) is to hold office until the conclusion of the Annual General Meeting following the date of the Committee Member's election, but, subject to this Constitution, is eligible for re-election.
- 19.5 The President is to hold office for a 2 year term.
- 19.6 Upon their retirement as President, they shall be appointed as Vice President (Past President) for 1 year, and they are not eligible for re-election as President until the expiration of 4 years from the date of retirement as Vice President.
- 19.7 The Secretary and Treasurer shall be appointed for a 1 year term, but are eligible to seek re-election for a further term on 2 occasions, such that their continuous service to the association does not exceed a period of 3 years. Upon retirement, they shall not be eligible for re-election to this office until the expiration of 2 years from the date of their retirement.
- 19.8 In the event of a casual vacancy occurring in the membership of the Committee or if at any time the number of Committee Members is less than the number required to constitute a quorum for a Committee meeting, the Committee may appoint a Member to fill the vacancy or to enable the quorum to be constituted, respectively and the Member so appointed is to hold office, subject to this Constitution, until the conclusion of the Annual General Meeting next following the date of the appointment.

20 Election of Committee

- 20.1 Nominations of candidates for election as Committee Members (other than the Vice President (Past President)):
- (a) must be made in writing, signed by a Member and accompanied by the written consent of the candidate (which may be endorsed on the form of the nomination);
and
 - (b) must be delivered to the Secretary at least 7 days before the date fixed for the holding of the Annual General Meeting at which the election is to take place.
- 20.2 If insufficient nominations are received to fill all vacancies on the Committee, the candidates nominated are taken to be elected and further nominations are to be received at the Annual General Meeting.
- 20.3 If insufficient further nominations are received, any vacant positions remaining on the Committee are taken to be casual vacancies.
- 20.4 If the number of nominations received is equal to the number of vacancies to be filled, the persons nominated are taken to be elected.
- 20.5 If the number of nominations received exceeds the number of vacancies to be filled, a ballot is to be held.
- 20.6 The ballot for the election of Committee Members is to be conducted at the Annual General Meeting in such usual and proper manner as the Committee may direct.



21 Chairperson

21.1 The President is to be the chairperson of Committee meetings.

21.2 If a Committee meeting is held and:

- (a) a President has not been appointed; or
- (b) the President is not present within 10 minutes after the time appointed for the holding of the meeting or is unable or unwilling to act;

then the Vice President is to be the chairperson of Committee meetings. In the absence of the President and the Vice President, the Committee Members present must elect 1 of their number to be a chairperson of the meeting.

22 President

22.1 The responsibilities of the President include:

- (a) To preside at all Committee meetings and General Meetings;
- (b) To liaise with the principal and the School's development office;
- (c) To represent the Association at events as required;
- (d) To set the agenda for meetings and functions of the Association;
- (e) To prepare reports for "The Spirit" publication or its replacement from time to time; and
- (f) To attend the Biennial Conference of Australia-wide Loreto Schools known as Loreto Federation and, where unable to attend, to appoint a delegate.

23 Vice President

23.1 The responsibilities of the Vice President include:

- (a) To support the President in their duties; and
- (b) To take the place of the President should they be absent.

24 Secretary

24.1 The Committee must appoint at least 1 Secretary. The Public Officer may be appointed as Secretary.

24.2 The Committee may suspend or remove a Secretary from that office.

24.3 A Secretary holds office on the terms and conditions (including as to remuneration) and with the powers, duties and authorities, as determined by the Committee. The exercise of those powers and authorities and the performance of those duties by a Secretary are subject at all times to the control of the Committee.

24.4 The Secretary must, as soon as practicable after being appointed as Secretary, lodge notice with the Association of their address.

24.5 Unless otherwise determined by the Committee, it is the duty of the Secretary to keep minutes of:

- (a) all appointments of Committee Members;

- (b) the names of Committee Members present at a Committee meeting or a General Meeting; and
 - (c) all proceedings at Committee meetings and General Meetings.
- 24.6 Minutes of proceedings at a meeting referred to in clause 24.5(c) must be signed by the chairperson of the meeting or by the chairperson of the next succeeding meeting.

25 Treasurer

- 25.1 The Committee may appoint, suspend or remove a Treasurer.
- 25.2 Unless otherwise determined by the Committee, it is the duty of the treasurer of the Association to ensure:
- (a) that all money due to the Association is collected and received and that all payments authorised by the Association are made; and
 - (b) that correct books and accounts are kept showing the financial affairs of the Association, including full details of all receipts and expenditure connected with the activities of the Association.

26 Principal

- 26.1 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.
- 26.2 The Principal is invited to all Committee meetings and General Meetings , but has no right to vote at the meetings.

27 Vacancy of Committee Member

For the purposes of this Constitution, a casual vacancy in the office of a Committee Member occurs if that person:

- (a) dies;
- (b) ceases to be a Member;
- (c) becomes an insolvent under administration within the meaning of the *Corporations Act 2001* (Cth);
- (d) resigns office by notice in writing given to the Secretary;
- (e) is removed from office under clause 28;
- (f) becomes a mentally incapacitated person;
- (g) is absent without the consent of the Committee from all meetings of the Committee held during a period of 6 months;
- (h) is convicted of an offence involving fraud or dishonesty for which the maximum penalty on conviction is imprisonment for not less than 3 months;
- (i) becomes prohibited, disqualified or removed from being a committee member by any reason of any order of any court of competent jurisdiction or regulator;
- (j) makes statements which are inconsistent with, or contrary to, the objects of the Association; or



- (k) is no longer willing or able to subscribe to the objects of the Association.

28 Removal of Committee Member

- 28.1 The Association in General Meeting may by resolution remove any Committee Member from that office before the expiration of the Committee Member's term of office and may by resolution appoint another person to hold office until the expiration of the term of office of the Committee Member so removed.
- 28.2 If a Committee Member to whom a proposed resolution referred to in clause 28.1 relates makes representations in writing to the Secretary or chairperson (not exceeding a reasonable length) and requests that the representation be notified to the Members, the Secretary or the chairperson may send a copy of the representations to each Member or, if the representations are not so sent, the Member is entitled to require that the representations be read out at the meeting at which the resolution is considered.

29 Employees

- 29.1 No person who is an employee of the Association may be appointed as an officer of the Association unless the appointment is a Permitted Appointment.
- 29.2 No officer or Member shall be appointed to any salaried office of the Association or any office of the Association paid by fees unless the appointment is a Permitted Appointment and no remuneration or other benefit in money or money's worth shall be given by the Association to any officer or Member who is not an employee, except that payments may be made to an officer or Committee Member:
 - (a) for the payment of out-of-pocket expenses incurred in carrying out the duties of a Committee Member where the payments do not exceed an amount previously approved by the Committee; or
 - (b) for any service rendered to the Association in a professional or technical capacity, where the provision of that service has the prior approval of the Committee and is on reasonable commercial terms.

30 Meetings of the Committee

- 30.1 The Committee must meet at least 4 times in each period of 12 months at such place and time as the Committee may determine.
- 30.2 Additional meetings of the Committee may be convened by the chairperson or by any Committee Member.
- 30.3 Oral or written notice of a meeting of the Committee must be given by the Secretary to each Committee Member and the Principal at least 48 hours (or such other period as may be unanimously agreed on by the Committee Members) before the time appointed for the holding of the meeting.
- 30.4 Notice of a meeting given under clause 30.3 must specify the general nature of the business to be transacted at the meeting and no business other than that business is to be transacted at the meeting, except business which the Committee Members present at the meeting unanimously agree to treat as urgent business.
- 30.5 A majority of Committee Members, constitutes a quorum for the transaction of the business of a meeting of the Committee.
- 30.6 No business is to be transacted by the Committee unless a quorum is present and if, within half an hour of the time appointed for the meeting, a quorum is not present, the



meeting is to stand adjourned to the same place and at the same hour of the same day in the following week.

- 30.7 If at the adjourned meeting a quorum is not present within half an hour of the time appointed for the meeting, the meeting is to be dissolved.

31 Delegation by Committee to sub-committee

31.1 The Committee may, by instrument in writing, delegate to 1 or more sub-committees (consisting of at least 1 Committee Member and such Members as the Committee thinks fit) the exercise of such of the functions of the Committee as are specified in the instrument, other than:

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

32 Voting and decisions

- 32.1 Questions arising at a meeting of the Committee or of any sub-committee appointed by the Committee are to be determined by a majority of the votes of members of the Committee or sub-committee present at the meeting.
- 32.2 Each Member present at a meeting of the Committee or of any sub-committee appointed by the Committee (including the person presiding at the meeting) is entitled to 1 vote.
- 32.3 Subject to clause 30.5, the Committee may act despite any vacancy on the Committee.
- 32.4 Any act by the Committee or a sub-committee is valid and effectual despite any defect that may afterwards be discovered in the appointment or qualification of any member of the Committee or sub-committee.
- 32.5 In the event of an equality of votes cast for and against a question, the chairperson of the Committee meeting does not have a second or casting vote, and consequently the question is decided in the negative.

33 Circular resolutions

- 33.1 The Committee may pass a resolution without a Committee meeting being held if all of the Committee members entitled to vote on the resolution sign a document containing a statement that they are in favour of the resolution set out in the document.
- 33.2 Separate copies of a document may be used for signing by Committee members if the wording of the resolution and statement is identical in each copy.
- 33.3 The resolution is passed when the last Committee member signs.

Part 4 - General Meeting

34 Annual General Meetings

- 34.1 With the exception of the first Annual General Meeting, the Association must, at least once in each calendar year and within the period of 6 months after the expiration of each Financial Year, convene an Annual General Meeting of its Members.



- 34.2 The Association must hold its first Annual General Meeting:
- (a) within the period of 18 months after its incorporation under the Act; and
 - (b) within the period of 6 months after the expiration of the first Financial Year.
- 34.3 Clauses 34.1 and 34.2 have effect subject to any extension or permission granted by the Director-General.
- 34.4 The Annual General Meeting is, subject to the Act and to clause 34, to be convened on such date and at such place and time as the Committee thinks fit.

35 Business at Annual General Meetings

- 35.1 In addition to any other business which may be transacted at an Annual General Meeting, the business of an Annual General Meeting is to include the following:
- (a) to confirm the minutes of the last preceding Annual General Meeting and of any Special General Meeting held since that meeting;
 - (b) to receive from the Committee reports on the activities of the Association during the last preceding Financial Year;
 - (c) to elect Committee Members; and
 - (d) to receive and consider the financial statement which is required to be submitted to Members under the Act.
- 35.2 An Annual General Meeting must be specified as such in the notice convening it.

36 Calling of Special General Meetings

- 36.1 The Committee may, whenever it thinks fit, convene a Special General Meeting.
- 36.2 The Committee must, on the requisition in writing of at least 5% of the total number of Members, convene a Special General Meeting.
- 36.3 A requisition of Members for a Special General Meeting:
- (a) must state the purpose or purposes of the meetings;
 - (b) must be signed by the Members making the requisition;
 - (c) must be lodged with the Secretary; and
 - (d) may consist of several documents in a similar form, each signed by 1 or more of the Members making the requisition.
- 36.4 If the Committee fails to convene a Special General Meeting to be held within 1 month after that date on which a requisition of Members for the meeting is lodged with the Secretary, any 1 or more of the Members who made the requisition may convene a Special General Meeting to be held not later than 3 months after that date.
- 36.5 A Special General Meeting convened by a Member as referred to in clause 36.4 must be convened as nearly as is practicable in the same manner as General Meetings are convened by the Committee and any Member who consequently incurs expenses is entitled to be reimbursed by the Association for any expense so incurred.



37 Notice of General Meetings

- 37.1 Except where the nature of the business proposed to be dealt with at a General Meeting requires a Special Resolution of the Association, the Secretary must, at least 14 days before the date fixed for the holding of the General Meeting, give a notice to each Member specifying the place, date and time of the meeting and the nature of the business proposed to be transacted at the meeting.
- 37.2 Where the nature of the business proposed to be dealt with at a General Meeting requires a Special Resolution of the Association, the Secretary must, at least 21 days before the date fixed for the holding of the General Meeting, cause notice to be given to each Member specifying, in addition to the matters required under clause 37.1, the intention to propose the resolution as a Special Resolution.
- 37.3 No business other than that specified in the notice convening a General Meeting is to be transacted at the meeting except, in the case of an Annual General Meeting, business which may be transacted under clause 35.1.
- 37.4 A Member desiring to bring any business before a General Meeting may give notice in writing of that business to the Secretary who must include that business in the next notice calling a General Meeting given after receipt of the notice from the Member.

38 Procedure at General Meetings

- 38.1 No item of business is to be transacted at a General Meeting unless a quorum of Members entitled under this Constitution to vote is present during the time the meeting is considering that item.
- 38.2 Ten Members (being Members entitled under this Constitution to vote at a General Meeting) present in person or by proxy constitute a quorum for the transaction of the business of a General Meeting.
- 38.3 In determining whether a quorum is present, each individual attending as a proxy is to be counted, except that:
 - (a) where a Member has appointed more than 1 proxy, only 1 is to be counted; and
 - (b) where a Member is attending holding more than 1 proxy, that Member is to be counted only once.
- 38.4 If within half an hour after the appointed time for the commencement of a General Meeting a quorum is not present, the meeting:
 - (a) if convened on the requisition of Members, is to be dissolved; and
 - (b) in any other case, is to stand adjourned to the same day in the following week at the same time and (unless another place is specified at the time of the adjournment by the person presiding at the meeting or communicated by written notice to Members given before the day to which the meeting is adjourned) at the same place.
- 38.5 If at the adjourned meeting a quorum is not present within half an hour after the time appointed for the commencement of the meeting, the Members present (being at least 3 Members) is to constitute a quorum.

39 Chairperson of General Meeting

- 39.1 The President is to preside as chairperson at each General Meeting.



- 39.2 If the President is absent or unwilling to act as chairperson, the Vice President is to preside as chairperson at the General Meeting. In the absence of the President and the Vice President, the Members present must elect 1 of their number to preside as chairperson at the General Meeting.

40 Adjournment

- 40.1 The chairperson of a General Meeting at which a quorum is present may, with the consent of the majority of Members present at the meeting, adjourn the meeting from time to time and place to place, but no business is to be transacted at an adjourned meeting other than the business left unfinished at the meeting at which the adjournment took place.
- 40.2 If a General Meeting is adjourned for 14 days or more, the Secretary must give written or oral notice of the adjourned meeting to each Member stating the place, date and time of the meeting and the nature of the business to be transacted at the meeting.
- 40.3 Except as provided in clauses 40.1 and 40.2, notice of an adjournment of a General Meeting or of the business to be transacted at an adjourned meeting is not required to be given.

41 Making of decisions

- 41.1 A question arising at a General Meeting is to be determined on a show of hands unless a poll is demanded.
- 41.2 Unless before or on the declaration of the show of hands a poll is demanded, a declaration by the chairperson that a resolution has, on a show of hands, been carried or carried unanimously or carried by a particular majority or lost, or an entry to that effect in the minute book of the Association, is evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against that resolution.
- 41.3 At a General Meeting, a poll may be demanded by the chairperson or by at least 3 Members present in person at the meeting.
- 41.4 If a poll is demanded at a General Meeting, the poll must be taken:
- (a) immediately in the case of a poll which relates to the election of the chairperson of the meeting or to the question of an adjournment; or
 - (b) in any other case, in such manner and at such time before the close of the meeting as the chairperson directs, and the resolution of the poll on the matter is taken to be the resolution of the meeting on that matter.

42 Special Resolution

A resolution of the Association is a Special Resolution:

- (a) if it is passed by a majority which comprises at least three-quarters of such Members as, being entitled under this Constitution so to do, vote in person or by proxy at a General Meeting of which at least 21 days' written notice specifying the intention to propose the resolution as a special resolution was given in accordance with clause 37; or
- (b) where it is made to appear to the Director-General that it is not practicable for the resolution to be passed in the manner specified in paragraph 42(a), if the resolution is passed in a manner specified by the Director-General.



43 Voting

- 43.1 On any question arising at a General Meeting each Member has 1 vote only.
- 43.2 All votes must be given personally, by proxy or by any appropriate corresponding method that the Committee may determine if the meeting is occurring by use of technology.
- 43.3 In the case of an equality of votes on a question at a General Meeting, the chairperson of the meeting is not entitled to exercise a second or casting vote and the resolution consequently fails.
- 43.4 A Member is not entitled to vote at any General Meeting unless all money due and payable by the Member to the Association has been paid, other than the amount of the annual Membership fee payable in respect of the then current year.

44 Proxy voting

- 44.1 44.1 Each Member may appoint another Member as a proxy by notice given to the Secretary no later than 24 hours before the time of the meeting in respect of which the proxy is appointed.
- 44.2 A proxy has the same right as the Member to speak and vote at the meeting and may be appointed in respect of more than 1 meeting.
- 44.3 A Member is entitled to instruct their proxy to vote in favour of or against any proposed resolutions. The proxy may vote as they think fit unless otherwise instructed.
- 44.4 The notice appointing the proxy is to be in the form set out in the Annexure or as determined by the Committee from time to time.

45 Postal or electronic ballots

- 45.1 The Association may hold a postal or electronic ballot (as the Committee determines) to determine any issue or proposal (other than an appeal under clause 16).
- 45.2 A postal or electronic ballot is to be conducted in accordance with Schedule 3 to the Regulation.



Part 5 - Miscellaneous

46 Insurance

The Association may effect and maintain insurance.

47 Sources of Funds

- 47.1 The funds of the Association are to be derived from:
- (a) Membership fees of Members;
 - (b) donations;
 - (c) grants;
 - (d) fundraising
 - (e) interest; and
 - (f) subject to any resolution passed by the Association in General Meeting, such other sources as the Committee determines.
- 47.2 All money received by the Association must be deposited as soon as practicable and without deduction to the credit of the Association's bank account.
- 47.3 The Association must, as soon as practicable after receiving any money, issue an appropriate receipt.

48 Management of Funds

- 48.1 Subject to clause 4 and any resolution passed by the Association in General Meeting, the funds of the Association are to be used in pursuance of the objects of the Association in such manner as the Committee determines.
- 48.2 All cheques, drafts, bills of exchange, promissory notes and other payments must be signed by any 2 Committee Members or employees of the Association, being Members or employees authorised to do so by the Committee.
- 48.3 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.
- 48.4 The Committee must cause proper financial records to be kept and, if required by the Act, the Regulation or the ACNC Act or otherwise considered by the Committee to be appropriate, cause the accounts of the Association to be audited or reviewed accordingly.

49 The Bursary Fund

- 49.1 There shall be a fund established called the "Bursary Fund" for the purpose of implementing the purposes of the association under clause 2(d).
- 49.2 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 contributions from 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.
- 49.3 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.

- 49.4 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.
- 49.5 All bursaries are awarded for a School year or part of a School year and recipients must apply on an annual basis.

50 Alteration of Constitution

- 50.1 This Constitution may be altered, rescinded or added to only by a Special Resolution of the Association.
- 50.2 The Members must not pass a Special Resolution that amends this Constitution if passing it causes the Association to no longer be a charity.

51 Custody of books

Except as otherwise provided by this Constitution, all records, books and other documents relating to the Association must be kept in New South Wales:

- (a) at the premises of the Association in the custody of the Secretary or a Member (as the Committee determines); or
- (b) if the Association has no premises, at the Association's official address, in the custody of the Secretary.

52 Inspection of books

- 52.1 The records, books and other documents of the Association must be open to inspection, free of charge, by a Member at any reasonable hour.
- 52.2 A Member may obtain a copy of any of the documents referred to in clause 52.1 on payment of a reasonable fee for each page copied as determined by the Committee from time to time.
- 52.3 Despite clauses 52.1 and 52.2, the Committee may refuse to permit a Member to inspect or obtain a copy of records of the Association that relate to confidential, personal, employment, commercial or legal matters or where to do so may be prejudicial to the interests of the Association.

53 Service of notices

- 53.1 For the purpose of this Constitution, a notice may be served on or given to a person:
- (a) by delivering it to the person personally;
 - (b) by sending it by post to the address of the person; or
 - (c) by sending it by some form of electronic transmission to an electronic address nominated by the Member.
- 53.2 For the purpose of this Constitution, a notice is taken, unless the contrary is proved, to have been given or served:
- (a) in the case of a notice given or served personally, on the date on which it is received by the addressee; and
 - (b) in the case of a notice sent by ordinary post:
 - (i) if sent to an address in Australia, 3 days after the date of its posting; and

- (ii) if sent to an address outside Australia, 5 days after the date of its posting.
- (c) in the case of a notice sent by some form of electronic transmission, on the date it was sent.

54 Indemnity

54.1 The Association must indemnify any current or former Committee Member, Office-Bearer or executive officer of the Association out of the property of the Association against:

- (i) every liability incurred by the person in that capacity; and
- (ii) all legal costs incurred in defending or resisting (or otherwise in connection with) proceedings, whether civil or criminal or of an administrative or investigatory nature, in which the person becomes involved because of that capacity;

except to the extent that:

- (iii) the Association is forbidden by law to indemnify the person against the liability or legal costs;
- (iv) an indemnity by the Association of the person against the liability or legal costs would, if given, be made void by any law; or
- (v) the person is entitled to be, and is actually, indemnified by another person (including an insurer under any insurance policy).

54.2 The indemnity is a continuing obligation and is enforceable by a person even though they are no longer a Committee Member, Office-Bearer or executive officer of the Association.

55 Insurance

The Association may pay or agree to pay, whether directly or through an interposed entity, a premium for a contract insuring a person who is or has been a Committee Member, Office-Bearer or executive officer of the Association against liability arising out of conduct by the person in that capacity (Relevant Conduct), including a liability for legal costs, unless:

- (a) the Association is forbidden by law to pay or agree to pay the premium in respect of the Relevant Conduct (whether or not the law applies in the particular case); or
- (b) the contract would, if the Association paid the premium, be made void by any law.



Appendix

Form of Appointment of Proxy

Appointment of Proxy

Loreto Kirribilli Ex-Students' Union Incorporated (**Association**)

ABN [53 826 095 573]

I/We _____ [name]

of _____ [address]

being a Member of the Association hereby appoint

_____ [name]

of _____ [address]

or, in his or her absence _____ [name]

of _____ [address]

as its proxy to vote for it on its behalf at the meeting of the Members of the Association to be held on the _____ day of _____ 20__ and at any adjournment of that meeting.

[If appropriate, replace the above wording with "as its proxy to vote for it on its behalf at meetings of the members of the Association from [meeting date] and until this notice is revoked in writing."]

[Insert if desired, this form is to be used in favour of/against the resolution (Delete whichever is not desired)]

[Insert details of specific resolutions if desired]

SIGNED _____

NAME _____

DATED _____

This notice must be returned to the Secretary of the Association at [address and/or email address] by [time] on [date] [insert specific details ensuring that the time is 24 hours before the time for the meeting]