

ST ANDREW'S SCHOOL OLD SCHOLARS' ASSOCIATION

CONSTITUTION

December 2005

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ST ANDREW'S OLD SCHOLARS' ASSOCIATION

1. NAME

- 1.1 The name of the Association is ST ANDREW'S SCHOOL OLD SCHOLARS' ASSOCIATION ("the Association").

2. DEFINITIONS

- 2.1 "Annual General Meeting" means a meeting convened under Rule 10
- 2.2 "Association" means the St Andrew's School Old Scholars' Association.
- 2.3 "Committee" means the Committee of Management of the Association.
- 2.4 "Committee Meeting" means a meeting of the Committee of Management of the Association.
- 2.5 "Manager" means a representative appointed by the School Board in place of the Committee.
- 2.6 "Member" means a member of the Association.
- 2.7 "Membership" means membership of the Association.
- 2.8 "President" means the President of the Association.
- 2.9 "Returning Officer" means a Member nominated at the AGM to oversee the election of Office Bearers and other general Committee members.
- 2.10 "School" means St Andrew's School Incorporated.
- 2.11 "School Board" means the governing body appointed in accordance with the constitution of the School.
- 2.12 "Secretary" means the Secretary of the Association.
- 2.13 "Special General Meeting" means a general meeting other than an Annual General Meeting.
- 2.14 "Treasurer" means the Treasurer of the Association.
- 2.15 "Vice-President" means a Vice-President of the Association.

3. OBJECTS

- 3.1 Subject to, the School Board having the control and management of the School and all the property of the School, the objects and purposes of the Association are as follows:-
- 3.1.1 To preserve and foster unity and friendship among former students of the School on a social and/or professional basis.
- 3.1.2 To maintain a vital connection between the Old Scholars and the School by providing funds towards bursaries and/or scholarships, and/or providing new facilities, building enhancements and equipment for the School
- 3.1.3 To strengthen the influence of the School in the wider community.

- 3.1.4 To assist and support current students of the School in their learning and development.
- 3.1.5 To foster communication and interaction between students and staff at the School and the Members of the Association.

4. CONTROL BY THE SCHOOL BOARD

- 4.1 If the School Board is of the opinion that the Association is or is contemplating undertaking any action which is calculated or likely to bring the name or reputation of the School or those connected with it into disrepute or is inconsistent with the powers and objectives of the Association the School Board has the power to intervene in the running of the affairs of the Association and require the Association to desist from or correct the said action.
- 4.2 In the event that the Association fails to desist from or correct the said action to the satisfaction of the School Board, then the School Board is empowered to dismiss the Committee and assume control of the day to day running of the Association's activities or to install a Manager for that purpose for such period as it sees fit.
- 4.3 Once the School Board is satisfied that the Association's activities have been rectified it may then convene a Special General Meeting for the purpose of conducting elections for a new Committee of the Association.
- 4.4 Notice of such meeting must be given at least 21 days prior to the date given for the meeting and must call for nominations for Committee members and its office bearers.
- 4.5 If no such Special General Meeting is called, then the Manager will remain in office until the expiration of the term of the suspended Committee and the election of a new Committee at the following Annual General Meeting.

5. MEMBERSHIP

5.1 Types of Membership

- 5.1.1 Memberships shall either be Life or Honorary.
- 5.1.2 Life membership of the Association shall be conferred upon any persons who enrolls at the School and who has paid the membership subscription.
- 5.1.3 The committee may confer Honorary Membership on any person on such terms as it, by resolution, deems fit.
- 5.1.4 Honorary Members shall be entitled to all rights of Membership.

5.2 Life Membership Fee

- 5.2.1 The subscription for life membership is determined at the commencement of schooling.

5.3 Cancellation of Membership

- 5.3.1 The Membership of a member of the Association shall cease if that person;
 - 5.3.1.1 Dies
 - 5.3.1.2 Gives written notice to the Association of their resignation; or
 - 5.3.1.3 Is expelled pursuant to Rule 5.4.

5.4 Expulsion of Members

- 5.4.1 Subject to giving a Member an opportunity to be heard or to make a submission in writing, the Committee may resolve to expel a Member upon a charge of conduct detrimental to the interests or objects of the Association.
- 5.4.2 Particulars of the charge shall be communicated to the Member in writing at least twenty-one (21) days before the meeting of the Committee at which the charge will be determined.
- 5.4.3 The determination of the Committee shall be communicated to the Member in writing, and in the event of an adverse determination, the Member shall, subject to Rules 5.4.4 and 5.4.5, cease to be a Member fourteen (14) days after the Committee has communicated its determination to the Member.
- 5.4.4 A Member may appeal against his or her expulsion to the Association at a properly convened General Meeting. The intention of a Member to appeal shall be communicated to the Secretary of the Association in writing within fourteen (14) days after the communication of a determination of the Committee to the Member under Rule 5.4.3.
- 5.4.5 In the event of an appeal under Rule 5.4.4, the appellant's Membership of the Association shall not be terminated unless the determination of the Committee to expel the Member is upheld by the Members of the Association in General Meeting after the appellant has been heard by the Members of the Association, and in such even Membership will be terminated at the date of the General Meeting at which the determination of the Committee is upheld.

6. REGISTER OF MEMBERS

- 6.1 The Association shall use its best endeavours to maintain a register of Members which shall contain:-
 - 6.1.1 The name, address, email and phone contacts of each Member;
 - 6.1.2 The dates of each Member's attendance at the School.
 - 6.1.3 If applicable, the date of and reason(s) for termination of Membership.

7. COMMITTEE MEMBERS AND OFFICE BEARERS

Powers and Duties

- 7.1 The affairs of the Association shall be managed and controlled by the Committee which, in addition to any powers and authorities conferred by these Rules, may exercise all such powers and do all such things as are within the objects of the Association, and are not by these Rules required to be done by the Association in General Meeting.
- 7.2 The Committee has the management and control of the funds and other property of the Association for the purposes of carrying out the objects of the Association.
- 7.3 The Committee may fill casual vacancies occurring in the Committee by appointing a natural person to fill a casual vacancy, for the remainder of the term of appointment of the person originally occupying the particular position.
- 7.4 The Committee may declare vacant the position of any member of the Committee who fails to attend three or more consecutive meetings except by leave of the Committee and to fill such vacancy.

Office Bearers

- 7.5 The Office Bearers of the Association shall be:-

- 7.5.1 A President;
 - 7.5.2 Vice-President;
 - 7.5.3 A Secretary; and
 - 7.5.4 A Treasurer.
- 7.6 Any one Member of the Association may hold the role of two of the Office Bearers at any one time.
- 7.7 The President shall be the public representative of the Association and shall preside at each Committee Meeting, the Annual General Meeting (AGM) and any Special General Meeting.
- 7.8 The Vice-President shall fulfil the role of the President when the President is absent.
- 7.9 If the President and the Vice-President are both absent then the meeting shall stand adjourned for a period of no more than 21 days.
- 7.10 The Secretary shall be responsible for calling in Meetings in accordance with these Rules and the *Associations Incorporations Act 1985* ("the Act") and shall cause records to be kept of the business of the Association in accordance with these Rules.
- 7.11 The Treasurer shall maintain accurate financial records of the Association.

Committee

- 7.12 The Committee shall be comprised of:-
- 7.12.1 The President, Vice-President, the Secretary, and the Treasurer
 - 7.12.2 The Immediate Past President of the Association
 - 7.12.3 Additional Committee Members such that the total Committee Membership shall be no more than 12 members and not less than seven.
 - 7.12.4 The Principal and/or Principal's representatives as an Ex Officio member or members.

Appointment

- 7.13 The Officers and Committee Members shall be elected at the AGM.
- 7.14 The President, Vice-President, Treasurer and other Committee members shall be elected in accordance with the procedures in these Rules and shall hold office for two (2) years, except for as provided for in these Rules.
- 7.15 A retiring committee member shall be eligible to stand for re-election without nomination. No other person shall be eligible to stand for election unless a Member of the Association has nominated that person at least 28 days before the AGM by delivering the nomination of that person to the Secretary of the Association. The nomination shall be signed by the proposer and by the nominee.
- 7.16 Notice of all persons seeking election to the Committee shall be given to all Members of the Association with the notice calling the AGM at which the election is to take place.
- 7.17 The Committee may appoint a person to fill a casual vacancy, and such a Committee member shall hold office until the next AGM of the Association and shall be eligible for election to the Committee without nomination.

8. DUTIES OF OFFICERS

- 8.1 The President or his/her nominee shall chair all meetings. The President shall have a deliberative vote only. In the event of a tied vote, the motion shall be declared lost.
- 8.2 The Secretary shall be responsible for the keeping of all minutes, for attending to correspondence, for issuing notices of meeting, and for producing all minutes and correspondence at each meeting of the Committee, and for performing such other duties as the Committee shall from time to time require.
- 8.3 The Secretary shall provide the minutes of all meetings identified in this Constitution to the Committee within seven (7) days of meeting conduct. The minutes shall be tabled for confirmation at the next meeting of the Committee.
- 8.4 The Treasurer shall be responsible for the receiving and banking and accounting for all monies of the Association, and for presenting to each Annual General Meeting the financial statements.

9. ANNUAL GENERAL MEETING

- 9.1 The Committee shall hold an AGM of the Association before the 30th day of June in each year.
- 9.2 The Secretary shall give not less than 14 days' notice to all Members of the AGM. That notice shall set forth the proposed business of the AGM and shall identify all Office Bearer and general Committee member positions to be elected.
- 9.3 The following business is to be considered at the AGM:-
 - 9.3.1 To review and consider the report of the Committee;
 - 9.3.2 Presentation and Consideration of the Accounts;
 - 9.3.3 Confirmation of Minutes of the previous AGM;
 - 9.3.4 Election of Members of the Committee in place of those retiring;
 - 9.3.5 Any other general business.
- 9.4 At the AGM seven members present shall form a quorum.
- 9.5 If within 30 minutes after the time appointed for the AGM a quorum of members is not present, a meeting convened upon the requisition of members shall lapse. In any other case, the meeting shall stand adjourned for a period no more than 21 days, and no later than 30th day of June.
- 9.6 If at such an adjourned meeting a quorum is not present within 30 minutes of the time appointed for the meeting the members present shall form a quorum.

10. SPECIAL GENERAL MEETING

- 10.1 A Special General Meeting shall be convened by the Secretary by direction of the Committee or on a requisition in writing signed by six members of the Association setting forth the object for which such meeting is required and no other business shall be considered at the meeting.
- 10.2 The Secretary shall give not less than fourteen (14) days' notice to all financial members of the Association of any Special General Meeting.
- 10.3 At a Special General Meeting seven members shall form a quorum.

- 10.4 If within 30 minutes after the time appointed for the meeting a quorum of members is not present, a meeting convened upon the requisition of members shall lapse. In any other case, the meeting shall stand adjourned for a period no more than 21 days and if at such adjourned meeting a quorum is not present within 30 minutes of the time appointed for the meeting the members present shall form a quorum.

11. COMMITTEE MEETING

- 11.1 At any Committee Meeting a count of 50% plus one of Committee members shall form a quorum.
- 11.2 If within 30 minutes after the time appointed for the meeting a quorum of members is not present, the meeting shall stand adjourned for a period no more than 21 days and if at such adjourned meeting a quorum is not present within 30 minutes of the time appointed for the meeting the members present shall form a quorum.
- 11.3 The Committee is to meet at least four times a year.

12. COMMITTEE NOMINATION AND ELECTION

- 12.1 Office Bearers and general Committee members shall be elected at the AGM. A Member shall nominate as an Office Bearer having completed a Nomination for Election Form (per Annex A to this Constitution) and having that form tabled at the AGM by the Secretary.
- 12.2 Committee positions due for election shall be declared vacant at the AGM and a Returning Officer shall be appointed by the Committee, when notice is provided of the AGM, to oversee the election of Member(s) to those positions.
- 12.3 If only a single nomination is presented for a vacant Committee position then the nominee shall be elected to the position.
- 12.4 If more than one nomination is presented for a vacant Committee position then the Returning Officer shall conduct a vote by secret ballot of Members and proxies present at the AGM. The nominee with the majority of votes shall be elected to the position. If the vote is a tie then the Manager in attendance shall have the deciding vote, and the successful nominee shall be elected to the position.

13. RESIGNATION

- 13.1 A Committee member may resign their role by written notice to the Secretary which shall be tabled at the next meeting of the Association.

14. VOTING

- 14.1 At Committee Meetings only members of the Committee present in person shall be entitled to vote and each such member shall have an equal vote.
- 14.2 At a Special General Meeting only members present in person shall be entitled to vote and each such member shall have an equal vote.
- 14.3 A member shall be entitled to appoint in writing a natural person who is also a member of the Association to be their proxy, and attend and vote at any general meeting of the Association. (Refer Proxy Voting Form per Annex B to this Constitution).

15. FINANCIAL YEAR

- 15.1 The financial year of the Association shall commence on the first day in January in each year and end on the thirty first day of December in the same year.

16. ACCOUNTS

- 16.1 The Association shall keep and retain such Accounting records as are necessary to correctly record and explain the financial transactions and financial position of the Association and such accounts shall be presented at the Annual General Meeting.

17. ALTERATION TO THE CONSTITUTION

- 17.1 Subject to approval at a Special General Meeting of the Association, these Rules may be altered, rescinded or replaced by substitute rules. Any such alteration or subsequent Rules must be approved by the School Board.

18. WINDING UP

- 18.1 The Association may be wound up by resolution carried by a majority of three quarters of the members present and voting at a special general meeting called for such purpose.

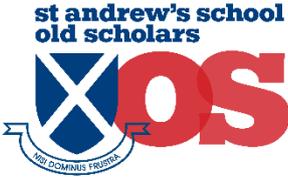
19. APPLICATION OF ASSETS

- 19.1 If after the winding up of the Association there remains surplus assets such surplus assets shall be transferred to the School.

20. CIRCUMSTANCES NOT PROVIDED FOR

- 20.1 If any circumstances shall arise as to which these Articles are silent or are incapable of taking effect or being implemented according to their strict provisions the committee shall, subject to any direction from time to time given to it by resolution of a general meeting and the overriding direction and control of the School Board, have power to determine what action may be taken to best give effect to the objects of the Association and ensure its efficient administration and every act of the committee bona fide resolved upon pursuant to this clause shall be as valid and effectual as if specifically authorised herein.

ANNEX A – TEMPLATE - NOMINATION FOR ELECTION FORM



**ST ANDREW’S SCHOOL OLD SCHOLARS’ ASSOCIATION
NOMINATION FOR ELECTION TO THE COMMITTEE**

I <nominator Member’s name>
of <nominator Member’s address>
being a member of the Association, nominate the following member for election to
the Position of : <Officer Bearer or general Committee member position>
at the Annual General Meeting to be held on <date>, <time>.

Please note: Members may nominate themselves

I <nominee Member’s name>
of <nominee Member’s address>
accept nomination for election to the Association’s Committee of Management at the
Annual General Meeting to be held on <date>, <time>.

Nominator

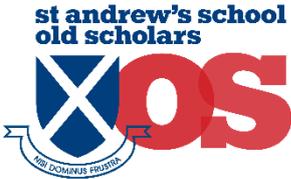
Nominee

Date

Date

RSVP: <name>
E: <email address>
T: <telephone number>

ANNEX B – TEMPLATE - PROXY VOTING FORM



ST ANDREW’S SCHOOL OLD SCHOLARS’ ASSOCIATION

PROXY FORM

I <Nominator Member’s name>

of <Nominator Member’s address>

appoint < Nominee Member’s name> as my proxy to vote for me on my behalf at the Annual General Meeting of the Old Scholars’ Association to be held on <date>, <time> and at any adjournment thereof.

Signed Date:

RSVP: <name>
E: <email address?>
T: <telephone number>