

Constitution of Abbotsleigh Old Girls' Union Incorporated

DEFINITIONS AND INTERPRETATION

1. In this Constitution:
 - “Abbotsleigh Ordinance” means Abbotsleigh Ordinance 1924 as amended.
 - “AOGU Office” means the office at the School where the Union’s records and other documents are kept.
 - “Act” means Associations Incorporation Act (NSW) 1984 as amended.
 - “Committee” means Committee of the Union described in clause 11(a).
 - “Council” means Council of the School.
 - “Council Representatives” means representatives of the Union on the Council as provided for in clause 3 of the Abbotsleigh Ordinance.
 - “Executive Sub-committee” means the sub-committee of the Union described in clause 11 (b)
 - “Finance Sub-committee” means the sub-committee of the Union described in clause 25
 - “Financial Year” means the twelve months from July 1 to June 30.
 - “General Meeting” means the annual general meeting or a special general meeting of the Union.
 - “Honorary Life Member” means any person appointed pursuant to clause 6 (c).
 - “Life Member of the Committee” means any person appointed pursuant to clause 18.
 - “Month” means a calendar month.
 - “Officers” means the persons then holding the positions described in clause 11 (b).
 - “School” means Abbotsleigh. The School was founded by Miss Marian Clarke in 1885.
 - “Secretary” includes a person appointed to perform duties of the Secretary temporarily.
 - “Union” means Abbotsleigh Old Girls' Union Incorporated, an association incorporated under the Act.
2. Headings are for convenience only and do not affect interpretation. The following rules of interpretation apply unless the context requires otherwise:
 - (a) a gender includes all genders;
 - (b) the singular includes the plural and conversely;
 - (c) where a word or phrase is defined, its other grammatical forms have a corresponding meaning.

NAME

3. Abbotsleigh Old Girls' Union Incorporated

OBJECTS

4. The objects of the Union are:
 - (a) To maintain and hand on the traditions of the School and to promote its interests.
 - (b) To unite as far as possible the past members of the School with the present.
 - (c) To keep past members of the School together and promote their interests.
 - (d) To do all such things as the Union considers conducive to the betterment of the Union and its members or incidental to the above objects.

PATRONESS

5. The Headmistress from time to time of the School shall be Patroness of the Union and shall have the right to attend all Committee meetings.

MEMBERSHIP

6. (a) There shall be two categories of membership of the Union:
 - (i) Life Members, and
 - (ii) Honorary Life Members.

- (b) Life Membership of the Union shall be open to:
 - (i) past students who have attended the School for at least three consecutive terms (where the school year comprised three terms at the time of the student's attendance) or four consecutive terms (where the school year comprised four terms at the time of the student's attendance) and, in either case, have completed their secondary education at the School; or
 - (ii) any other past student of the School whose membership application has been approved by a resolution of two-thirds of the Committee.
 - (c) Honorary Life Membership shall be open to any person who has given noteworthy service to the Union and/or the School. Such person shall have been nominated in writing to the Secretary by at least three Life Members and been approved by resolution at a General Meeting.
7. (a) Persons seeking Life Membership under clause 6(b) shall use the procedure prescribed by the Committee and each person shall be notified in writing of their acceptance to membership or otherwise.
- (b) If two-thirds of the Committee so resolve, membership of the Union may be refused to any person eligible for membership without assigning any reasons but such person shall have the right of appeal to the next General Meeting, such appeal to be conducted in the manner provided in clauses 9 (b) and 9 (c).
- (c) Any person may resign their membership by notice in writing to the Secretary.

REGISTER OF MEMBERS

8. (a) A register of members of the Union shall be kept at the AOGU Office.
- (b) The Register of Members shall specify the name of each member, the date of acceptance to membership, the membership class, the member's private address, the member's E-mail address and any additional information which the Committee considers appropriate.
- (c) Members must notify the Secretary in writing of any subsequent change of private or E-mail address.

REMOVAL OF MEMBERS

9. (a) The Union may by resolution at a General Meeting expel any member from the Union if in the majority opinion of those present and voting they have by their conduct forfeited their right to remain a member.
- (b) At such General Meeting the Union through a Committee member and the member (the subject of the resolution) shall have the opportunity to state their respective cases in writing or orally or both.
- (c) The vote on this matter shall be by secret ballot.

RIGHTS OF MEMBERSHIP

10. (a) Only Life Members shall be:
 - (i) entitled to vote at General Meetings;
 - (ii) eligible for election to the Committee or as an Officer or as a Council Representative;
 - (iii) eligible for appointment as a Life Member of the Committee; and
 - (iv) entitled to nominate candidates for election to the Committee or as an Officer or as a Council Representative.
- (b) Members of the Union shall not be liable to contribute towards payment of the debts and liabilities of the Union or the cost, charges and expenses of any winding up of the Union.

COMMITTEE

11. (a) The affairs of the Union shall be managed by a Committee which shall comprise:
 - (i) the Officers;
 - (ii) a minimum of five (5) other members elected in accordance with Clause 16;

- (iii) Life Members of the Committee appointed under Clause 18; and
 - (iv) the Council Representatives for the time being.
- (b) The Officers of the Union shall be:
- (i) President;
 - (ii) Vice-President;
 - (iii) Secretary;
 - (iv) Treasurer;
- and shall form the Executive Sub-committee.

POWERS AND RESPONSIBILITIES OF THE COMMITTEE

12. (a) The Committee shall comply with all duties imposed on it by the Act and shall ensure compliance by the Union with all requirements imposed on the Union by the Act, including but not limited to effecting the insurance prescribed by the Act.
- (b) Subject to the limitations on power contained in this Constitution or imposed by the Act, the Committee shall have power to do all things necessary to enable it to manage the affairs of the Union pursuant to its objects under clause 4.
- (c) The Committee shall not have any powers or responsibilities in relation to the policy, control, government or operation of the School.
13. (a) The Committee may by resolution delegate any of its powers to the Executive Sub-committee, to the Finance Sub-committee, to another sub-committee or to any member of the Union upon such terms as it thinks fit, provided that it may not delegate:
- (i) this power of delegation; or
 - (ii) a function which is a duty imposed on the Committee by the Act or by any other law.
- (b) Any delegation under this clause may be wholly or in part revoked by resolution of the Committee.
- (c) The Committee may confer on an Officer functions in addition to those conferred by this Constitution.
14. Any act or thing done or suffered or purporting to have been done or suffered by the Committee, by the Executive Sub-committee, by any other sub-committee appointed by the Committee or by any member acting in the exercise of a delegation under clause 13 is valid and effective, and in the case of a sub-committee or member shall have the same force and effect as it would have if it had been done or suffered by the Committee, notwithstanding any vacancy on the Committee and notwithstanding any defect that may afterwards be discovered in the appointment or qualification of any member of the Committee or sub-committee or the delegated member.
15. (a) The Committee shall by resolution appoint one of its members to act as Public Officer for the purposes of the Act.
- (b) The Committee may by resolution appoint delegates and representatives to any organisations to which the Union may be affiliated. Such delegates or representatives shall when required report to the Committee and shall not retain that appointment for longer than one (1) year unless re-appointed.

ELECTION OF THE COMMITTEE

16. (a) Officers and members of the Committee, other than Life Members of the Committee, shall be:
- (i) elected at the Annual General Meeting in accordance with clause 17; and
 - (ii) eligible for re-election provided that no Officer shall hold the same office for more than four (4) consecutive years unless previously approved by the outgoing Committee.
- (b) A member shall not be elected to nor remain a Committee member if that member:
- (i) is convicted of an offence punishable by imprisonment for twelve (12) months or more; or
 - (ii) becomes bankrupt or makes any arrangement or composition with their creditors

generally; or

- (iii) becomes of unsound mind or ceases to have mental capacity or is a person whose estate is liable to be dealt with in any way under the law relating to mental health, or has a financial manager appointed under the Protected Estates Act; or
- (iv) is removed from the Committee pursuant to clause 19; or
- (v) fails to attend three (3) consecutive meetings of the Committee, without leave of absence or providing an apology, unless the Committee resolves that such failure has reasonable cause; or
- (vi) resigns office by notice in writing to the Secretary; or
- (vii) is a Council Representative who either resigns their appointment to Council or is removed from that appointment by a resolution of two-thirds of the Committee pursuant to clause 7 of Abbotsleigh Ordinance;

and in each such case the member shall thereupon, without further notice, cease to be a Committee member.

- (c) In the event of a casual vacancy occurring amongst its members, pursuant to clause 16(b) or otherwise, the Committee may fill the vacancy until the next election of the Committee.
17. (a) A notice of the Committee vacancies to be filled and of the closing date for the receipt of nominations, accompanied by the notice of the Annual General Meeting, shall be sent to each member.
- (b) Nominations for positions on the Committee shall be valid only if:
 - (i) they are signed by the proposer and seconder;
 - (ii) they are accompanied by the written consent of the nominee; and
 - (iii) they reach the Secretary by the closing date.
 - (c) Retiring members of the Committee offering themselves for re-election need not be so nominated, but shall notify the Secretary in writing on or before the closing date of their intention to stand for election to the Committee.
 - (d) The vote for any position on the Committee shall be by secret ballot.
 - (e) The failure of any member to receive a notice under clause 17(a) shall not invalidate the election of the Committee.
 - (f) If after the election any office of the Committee remains unfilled the Committee shall, at its first meeting after the Annual General Meeting, fill such vacancy or vacancies.

LIFE MEMBER OF THE COMMITTEE

18. (a) A Life Member of the Committee may be appointed in recognition of their service to the Union. Such person shall be nominated in writing to the Secretary by at least three Committee members and be approved by resolution at a General Meeting.
- (b) No more than six (6) Life Members of the Committee shall serve on the Committee at any one time.
 - (c) A Life Member of the Committee upon retirement from service on the Committee shall become an Emeritus Life Member of the Committee and this status shall be noted on the Register of Members.

REMOVAL OF A MEMBER OF THE COMMITTEE

19. The Union may by resolution in a General Meeting remove any member of the Committee from the Committee before the expiration of the member's term of office and may by resolution appoint another person to hold office in their place, provided that:
- (a) not less than twenty-one (21) days notice of the proposed resolution to remove them is given to that member;
 - (b) at such General Meeting the Union through a Committee member and the Committee member (the subject of the resolution) shall have the opportunity to state their respective cases in writing or orally or both; and
 - (c) the vote on the question of removal and any vote on the appointment of a replacement shall be by secret ballot.

FUNCTIONS OF OFFICE BEARERS

20. The functions of the President include:
- (a) to preside at meetings of the Union and the Committee, and in the President's absence the Vice-President shall chair the meeting and in both absences the meeting shall elect a chairman for that meeting;
 - (b) to oversee the observance of this Constitution and the implementation of the Committee's decisions;
 - (c) to present to the Annual General Meeting a report on the Union's activities during the previous year;
 - (d) to endeavour to be present or represented by a member of the Committee at regional reunions of the Union and at the 60 Year reunion, the 70 Year reunion and significant reunions of more than 70 years.
21. The President shall be assisted by the Vice-President who shall also provide support to the Secretary.
22. The functions of the Secretary include:
- (a) to ensure the Register of Members and other Union records are kept current;
 - (b) to ensure notices of all meetings of the Union and Committee are issued;
 - (c) to ensure that minutes of all meetings of the Union and of the Committee are kept;
 - (d) to conduct all correspondence as instructed by the Committee and ensure that nominations, applications, recommendations and all other correspondence relating to members are submitted to the Committee;
 - (e) to ensure that members are informed of Union functions and activities;
 - (f) to perform such other duties as the Committee determines; and
 - (g) to ensure a current printed copy of the Constitution is available to members if requested.
23. The functions of the Treasurer include:
- (a) to ensure all subscriptions and other moneys paid to the Union are properly recorded and, where possible receipted, and banked without delay;
 - (b) to ensure that the books of account and other accounting records of the Union are kept and that the financial affairs of the Union are attended to;
 - (c) to present at each Committee meeting an account of the finances of the Union;
 - (d) to present to the Committee at the start of each Financial Year a review of:
 - (i) subscriptions for Life Membership;
 - (ii) the Centenary Scholarship funds;
 - (iii) the Marian Clarke Prize funds;
 - (iv) funds available for endowed prizes; and
 - (v) projected funds flow.
 - (e) to convene meetings of the Finance Sub-committee as the Treasurer sees appropriate;
 - (f) to arrange for the audit of the accounting records of the Union for the Financial Year as soon as possible after June 30;
 - (g) to present to the Annual General Meeting an audited set of financial statements for the 12 months ending June 30;
 - (h) to liaise with any professional financial adviser to the Union; and
 - (i) to ensure Finance Sub-committee minutes and other records (including accounts payable, bank account(s) balance(s), investments and issues arising) are kept.

COMMITTEE MEETINGS

24. (a) Meetings of the Committee shall be held as determined by the Committee from time to time and at least once in each School term. Members of the Committee shall be given at least five (5) days prior written or oral notice of the meeting date, time, place and general nature of the business to be transacted.

- (b) The order of business at Committee meetings shall be:
 - (i) apologies;
 - (ii) confirmation of minutes of previous meeting;
 - (iii) business arising from previous minutes;
 - (iv) correspondence and business relating thereto;
 - (v) accounts;
 - (vi) reports;
 - (vii) general business.
- (c) Any four (4) members of the Committee may by requisition in writing, stating the object, require the President to convene a meeting of the Committee.
- (d) Each Committee member consents to the use of the following technology for calling or holding a Committee or sub-committee meeting :
 - (i) telephone;
 - (ii) electronic mail;
 - (iii) any other technology which permits each Committee member to communicate with every other Committee member; or
 - (iv) any combination of these technologies, either alone or in addition to personal attendance by some participating members.
- (e) Where the Committee members are not all in personal attendance at one place and are holding a meeting using technology described in clause 24(d):
 - (i) the participating Committee members shall be taken to be personally present at that meeting; and
 - (ii) the proceedings conducted at such a Committee meeting shall be as valid and effective as if conducted at a meeting at which all of the participating Committee members were personally present.
- (f) Nothing in this Constitution limits the Committee's power to pass a resolution as a circulating resolution signed by all members.

FINANCE SUB-COMMITTEE

25. The Finance Sub-committee shall consist of:
- (a) President;
 - (b) Treasurer; and
 - (c) one or more other Committee members appointed by the President;
- and shall meet as necessary and at least once per School term.

GENERAL MEETINGS

26. (a) The Annual General Meeting shall be held in the second half of each calendar year at the School and not less than twenty-one (21) days written notice to members shall be given.
- (b) The order of business at the Annual General Meeting shall be:
- (i) apologies;
 - (ii) confirmation of minutes of previous Annual General Meeting and any subsequent Special General Meetings;
 - (iii) presentation and receipt of the President's report;
 - (iv) presentation and receipt of the Treasurer's report including the audited financial statements for the previous Financial Year;
 - (v) any reports of sub-committees as the President determines;
 - (vi) election of the Committee, including Council Representatives;
 - (vii) appointment of auditor; and
 - (viii) any other business of which prior written notice has been given.

27. (a) Special General Meetings shall be held:
- (i) as the Committee determines; or
 - (ii) upon receipt by the President or Secretary of a requisition in writing signed by not less than ten (10) Life Members, specifying the business to be conducted.
- (b) A Special General Meeting shall be convened within two (2) months of receipt of a requisition pursuant to clause 27(a)(ii).
- (c) Not less than twenty-one (21) days notice in writing specifying the date, time, place and business to be conducted at any Special General Meeting shall be given to members of the Union.

QUORUMS

28. At:
- (a) meetings of the Committee, five (5) members; and
 - (b) General Meetings, fifteen (15) members.

VOTING AT MEETINGS

29. (a) Unless otherwise specified in this Constitution, any proposed resolution shall be decided on a show of hands and shall be passed by the vote of the majority present at the meeting.
- (b) A declaration by the chair that a resolution has on a show of hands been carried or lost and an entry to that effect in the minutes of the meeting shall be taken as conclusive evidence of that fact without the need to show the number or proportion of the votes recorded in favour of or against the resolution.
30. Voting by proxy shall not be allowed.
31. In the case of an equality of votes, the chairman of the meeting has the casting vote.
32. (a) Votes for election of Committee members, including election of Council Representatives, may be cast, if the member so chooses, by postal vote.
- (b) Postal ballots may be obtained by written request to the Secretary and shall be returned to the AOGU Office by the due date specified on the notice accompanying the ballot paper. It shall be the responsibility of the member to request, complete and return the ballot paper by the due date.
- (c) Postal votes shall be counted at the Annual General Meeting and added to the result of those present and voting.
- (d) Any failure of the ballot paper to be received by any member so requesting it or any failure of the completed ballot paper to be received at the AOGU Office by the due date shall not affect the validity of the election.

COUNCIL REPRESENTATIVES

33. Council Representatives shall:
- (a) be elected at an Annual General Meeting;
 - (b) assume office at the meeting of the Council immediately following their election by the Union;
 - (c) serve for a term of four (4) years; and
 - (d) be eligible for re-election, provided that no representative shall serve continuously on the Council for more than three (3) consecutive terms of four (4) years each, unless clause 34 applies.
34. Should a Council Representative become Chairman of Council the number of years of continuous service on the Council may be extended in accordance with Clause 7(3) of the Abbotsleigh Ordinance. Such an extension may be resolved temporarily by the Committee pending resolution at the next Annual General Meeting.
35. Should a vacancy occur by reason of the death or resignation of a Council Representative or by virtue of Clause 7 of the Abbotsleigh Ordinance the term of that representative shall be at an end. The vacancy may be filled by the Committee as an interim appointment until the next Annual General Meeting when a new Council Representative shall be elected.

SUBSCRIPTION

36. (a) There shall be a life subscription, the amount of which shall be determined from time to time by a resolution of two-thirds of the Committee.
- (b) The life subscription shall be paid in full when applying for membership of the Union.

FUNDS

37. (a) The funds of the Union shall comprise:
- (i) subscriptions;
 - (ii) donations;
 - (iii) all money raised by the Committee or sub-committees;
 - (iv) subject to approval by resolution at a General Meeting, money from such other sources as the Committee proposes; and
 - (v) revenue earned on the banking or investment of such funds.
- (b) The funds of the Union may be invested in any one or more of the following:
- (i) investments made in accordance with the requirements of the Trustee Act 1925; and
 - (ii) loans to the School with or without interest and on such terms as resolved by the Committee.
- (c) The purposes for which expenditure of funds shall be considered are:
- (i) to meet the operation and promotional costs of the Union, the Committee and its sub-committees; and
 - (ii) such purposes as the Committee shall resolve.
38. The Union shall not be carried on nor its income, property or assets applied for the purposes of profit or gain to any of its individual members. Any distribution of funds or other assets of the Union to its members is prohibited.
39. (a) All moneys received by the Union shall be properly recorded and where possible receipted and deposited as soon as practical to the credit of the Union's bank account.
- (b) The Union's bank account(s) shall be operated on and other investments dealt with by any two Officers or other member of the Committee appointed for that purpose by Committee resolution.
- (c) Should the Union be wound up or dissolved, the funds and other assets of the Union after payment of its outstanding liabilities shall become the property of the Council.

AUDITOR

40. An auditor shall be appointed by resolution at the Annual General Meeting for the ensuing year. In the event of any vacancy between Annual General Meetings, an interim auditor shall be appointed by Committee resolution.

AMENDMENT

41. (a) This Constitution may be amended only by resolution passed by not less than three-quarters of members present and entitled to vote at a General Meeting of which not less than twenty-one (21) days written notice specifying the proposed resolution was given.
- (b) Any two members may submit to the Secretary a proposal in writing for amendment to the Constitution. Unless such proposal is accompanied by a requisition for a Special General Meeting in accordance with clause 27 the proposal shall be put to the next Annual General Meeting.
- (c) Any proposal to amend the Constitution once rejected shall not be re-submitted to any General Meeting within twelve (12) months of the rejection.

COMMON SEAL

42. (a) The common seal of the Union shall not be affixed to any instrument except by resolution of the Committee. Affixing the common seal shall be attested by the signatures of two (2) members of the Committee.

- (b) The Secretary shall provide for safe custody of the common seal of the Union.

RECORDS OF THE UNION

- 43. (a) All records, books and other documents of the Union shall be kept at the AOGU Office and shall be open to inspection at the AOGU Office by members by prior appointment.
- (b) Should the Union be wound up or dissolved, the minute books and the financial and other records of the Union shall be the property of the Council.

RESOLUTION OF INTERNAL DISPUTES

- 44. Disputes between members, in their capacity as members, and between members and the Committee and between members and the Union shall be referred to the Department of Fair Trading or its replacement organisation.

NOTICES TO MEMBERS

- 45. Subject to clause 24(d), any requirement for notices to members under this Constitution shall be:
 - (a) by pre-paid post mailed to the member's private address entered in the Register of Members; or
 - (b) by electronic mail to the member's E-mail address entered in the Register of Members; or
 - (c) by either pre-paid post or electronic mail as described in clauses 45(a) and (b) respectively supplemented by a simultaneous posting on the Union's page of the School's website;and such notice will be deemed to be given:
 - (a) in the case of pre-paid post, on the day following the date of posting; and
 - (b) in the case of electronic mail, on the day on which the E-mail is transmitted; and
 - (c) in the case of pre-paid post or electronic mail supplemented by the broadcast publication described above, on the day following the date of posting.

Different manners of notice may be used for the same meeting, election and/or matter to be voted on.

- 46. Where in the opinion of the Committee a notice posted to a member's private address does not reach that member and such notice sent to that member's E-mail address is undeliverable and their current private address and E-mail address is unknown, the Secretary may record the address(es) as "unknown" in the Register of Members and it shall not be necessary to send further notices to that member until their correct private or E-mail address is notified to the Secretary.