

St Peters Old Scholars Association

# CONSTITUTION



23 September 2012

## 1 DEFINITIONS AND INTERPRETATION

(1) In this Constitution

**College** means St Peters Lutheran College, Australia;

**College Council** means the governing body of St Peters Lutheran College;

**Executive Committee** means the committee of elected office bearers and additional members;

**Constitution** means the Constitution and By-laws of SPOSA;

**General Meeting** means a general meeting of SPOSA held in accordance with this Constitution, and includes annual general meetings and special general meetings;

**Member** means a member of SPOSA;

**Objects** means the objectives, aims and goals of SPOSA;

**Office Bearers** means the elected President, Vice-Presidents, Secretary and Treasurer;

**Old Scholar** means a former student of St Peters Lutheran College;

**SPOSA** means the St Peters Old Scholars Association;

**SPOSA Officer** means a person employed by the College by that name to undertake activities on behalf of SPOSA.

- (2) In this Constitution the singular includes the plural unless the context indicates otherwise.

## **2 OBJECTS**

The objects of SPOSA are:

- (a) To foster fellowship among Old Scholars.
- (b) To maintain contact with all Members and encourage their ongoing interest in the life and wellbeing of the College.
- (c) To promote, subsidise or assist reunion functions or other social, sporting or cultural activities for Members.
- (d) To promote the interests and wellbeing of the College and its students.
- (e) To maintain the history and traditions of the College through the collection and preservation of archival materials and resources.

## **3 MEMBERSHIP**

- (1) All Old Scholars who have been enrolled and who have attended as students of the College for at least one full term are Members, subject to this section of the Constitution.

### **Honorary Membership**

- (2) The Executive Committee may grant any person honorary membership.
- (3) The following persons shall be honorary members of the Association if they are not Members:
  - (a) The Head of College;

- (b) All staff and faculty of the College who accept an invitation to receive honorary membership.
- (4) Honorary Members may not vote at meetings.

### **Patronage**

- (5) A General Meeting may elect a Patron for a three-year term.

### **Registry of Membership**

- (6) The Executive Committee must keep a register containing the last known name and address of each Member, and the date of their admission to membership.
- (7) The register shall also record information about the death of any Member, and any resignations, terminations and reinstatements of membership and any other particulars as the Executive Committee or a General Meeting may determine.
- (8) At the Executive Committee's discretion, the register must be available to any Member who applies to the Secretary.

### **Termination of Membership**

- (9) A Member may resign by giving notice in writing to that effect to the Secretary. The Member's resignation will take effect when the Secretary receives the notice unless a later date is specified in the notice, in which case the resignation will take effect on the specified date.
- (10) If a Member fails to comply with any of the provisions of this Constitution, or has engaged in any activity considered by the Executive Committee to be

injurious or prejudicial to the character, good name or interests of SPOSA or the College, the Executive Committee may terminate that person's membership.

- (11) A Member who resigns/membership is terminated is not entitled to repayment/refund of any membership fees already paid.

#### **4 RELATIONSHIP TO THE COLLEGE**

- (1) The Executive Committee will report to the College Council when requested by the College Council.
- (2) The Executive Committee shall seek the views of the College Council when deciding how the funds of SPOSA are expended for the benefit of the College.
- (3) SPOSA may communicate its views in relation to aspects of the College's activities to the College Council or the Head of College.

#### **5 THE EXECUTIVE COMMITTEE**

- (1) The Executive Committee is made up of the Office Bearers and up to seven additional members. An annual general meeting may elect one or two Vice-Presidents.
- (2) The Executive Committee has general control and management of the affairs and funds of SPOSA, subject to direction from a general meeting.
- (3) The Executive Committee may engage or dismiss staff and may appoint and terminate representatives as required.

- (4) Members may be nominated and elected to the Executive Committee at the annual general meeting. The procedure for the nomination and election of Office Bearers and additional members of the Executive Committee shall be set out in the By-laws.
- (5) All Office Bearers and additional members of the Executive Committee hold office until the end of the annual general meeting following their election. Each person elected to the Executive Committee at an annual general meeting shall take office at the end of the annual general meeting.
- (6) The Executive Committee shall give notice to Members before an annual general meeting, setting out the positions to be filled and calling for nominations for those positions.
- (7) A member of the Executive Committee may resign by giving notice of resignation in writing to the Secretary. The resignation will take effect when the Secretary receives it, unless the notice of resignation specifies a later date upon which it is to take effect.
- (8) Any member of the Executive Committee may be removed from office by a general meeting upon recommendation of the Executive Committee. The member must be given the opportunity to show cause at the general meeting why that person's membership of the Executive Committee should not be terminated by the meeting.
- (9) Any member of the Executive Committee who does not attend three consecutive meetings of the Executive Committee will lose their membership of the Executive Committee unless the Executive Committee is satisfied that there are exceptional circumstances justifying the failure to attend.

- (10) The Executive Committee may appoint a Member to fill a vacancy among the Office Bearers or the additional members on the Executive Committee until the next annual general meeting. If the number of members of the Executive Committee is reduced below the number required for a quorum, the Executive Committee may nevertheless act under this paragraph.
- (11) If there are no current members of the Executive Committee, two Members may call a general meeting for the purpose of appointing a new Executive Committee.

## **6 GENERAL MEETINGS**

### **Annual General Meetings**

- (1) An annual general meeting must be held each year.
- (2) The following business must be transacted at every annual general meeting:
  - (a) Presentation and adoption of the minutes of the last annual general meeting;
  - (b) Reception of the statement of income and expenditure, assets and liabilities for the last financial year;
  - (c) Reception of the auditor's report on the financial affairs for the last financial year;
  - (d) Presentation of the audited statements for adoption;
  - (e) Appointment of an auditor;

- (f) Election of Office Bearers and additional members of the Executive Committee;
- (g) Presentation of the President's report.

### **Special general meetings**

- (3) The Secretary must convene a special general meeting by sending out notice of the meeting within 14 days of:
  - (a) being directed to do so by the Executive Committee, or
  - (b) being given a requisition in writing signed by Members, of a number more than the number of Members presently on the Executive Committee, plus one.
- (4) A requisition must clearly state the reasons why a special general meeting is being convened and the nature of the business to be transacted at the meeting.

### **Quorum at a general meeting**

- (5) At a general meeting, fifteen Members are required to constitute a quorum.
- (6) No business will be transacted at a general meeting unless a quorum is present at the time when the meeting proceeds to business.
- (7) If within half an hour after the time appointed for the commencement of a general meeting a quorum is not present, the meeting will lapse. The meeting will adjourn until a time and place decided by the Executive Committee. If at the adjourned meeting a quorum is not present within half an hour after the commencement time, the Members present will be a quorum.

### **Notice of General Meetings**

- (8) The Secretary will convene a general meeting by giving more than 14 days notice of any such meeting to the Members. Notice will be given in the manner determined by the Executive Committee.
- (9) Notice of a general meeting will clearly state the nature of the business to be discussed at the meeting. The Secretary must be notified of any business to be discussed at the meeting at least one week prior to a general meeting.

### **Proxy Voting**

- (10) A Member may give notice in writing to the Secretary not less than 14 days before a general meeting that the Member wishes a proxy vote to be exercised at the meeting on behalf of the Member. If the notice does not nominate a Member to exercise the proxy vote, the Secretary or the person chairing the meeting may exercise the proxy vote at the meeting. The Member giving notice of a proxy may give a direction to the Member exercising the proxy how that person is to vote on a particular issue.
- (11) The person chairing the meeting or the Secretary may exercise an unlimited number of proxy votes, but other Members attending a meeting may exercise no more than 5 proxy votes.

## **7 BY-LAWS**

A general meeting may, by a simple majority, make, amend or repeal by-laws for the internal management of SPOSA and its meetings.

## **8 FUNDS AND ACCOUNTS**

- (1) SPOSA may enter into an agreement with the College regarding the collection of payments for SPOSA membership.
- (2) Funds may be kept on behalf of SPOSA in an account of the College. The Executive Committee may give a general authorisation to a SPOSA Officer or an Office Bearer to expend funds from such an account and may impose conditions upon that expenditure.
- (3) Funds of SPOSA may be kept in an account in the name of SPOSA in a financial institution chosen by the Executive Committee. The Executive Committee may nominate up to three Members as signatories of the account and may impose conditions upon the withdrawal of funds from the account.
- (4) The Executive Committee may authorise the investment of funds surplus to the immediate requirements of SPOSA with an Australian financial institution or St Peters Lutheran College Foundation Ltd.
- (5) Books of account must be kept in a form determined by the Executive Committee, recording accurately and fully the financial affairs of SPOSA.
- (6) All funds received must be deposited as soon as practicable.
- (7) Cheques must be crossed 'not negotiable'.
- (8) As soon as practicable after the end of the financial year the Treasurer must cause to be prepared a statement containing the particulars of:
  - (a) The income and expenditure for the financial year just ended.
  - (b) The assets and liabilities at the close of that year.

(9) The Executive Committee must have the statement prepared under subsection (7) audited by the appointed auditor before the next annual general meeting following the financial year for which the audit was made, and obtain an audit report from the appointed auditor.

(10) The financial year of SPOSA will close on 30 June in each year.

## **9 RECORDS**

The Executive Committee must ensure that books, documents and records concerning SPOSA are kept in safe custody, and may enter into an agreement with the College for their safekeeping.

## **10 ALTERATION OF RULES**

- (1) This constitution may be amended by resolution of a general meeting.
- (2) The Executive Committee shall give notice to each Member whose last known name and address is in the register of members of the proposed amendment, by whatever means the Executive Committee may determine, at least 30 days before the general meeting at which the proposal is to be determined.
- (3) The proposed amendment may be adopted by a majority of not less than two thirds of Members present.
- (4) Any amendment shall be provided to the College Council for endorsement.

## **11 DISSOLUTION AND DISTRIBUTION OF ASSETS**

- (1) SPOSA may be dissolved by resolution of a two-thirds majority of Members entitled to vote present at a general meeting called to consider the question of dissolution.
- (2) The Executive Committee shall give notice to each Member whose last known name and address is in the register of members of the proposed dissolution, by whatever means the Executive Committee may determine, at least 30 days before the general meeting at which the proposal is to be determined.
- (3) After all debts and liabilities of SPOSA have been settled, any surplus assets may be given to the College, or if the College does not exist, to the Lutheran Church of Australia Queensland District.

## ANNOTATIONS