

Presbyterian Ladies' College
Old Collegians' Association (WA) Inc.

Constitution

(Revised 2018)

Presbyterian Ladies College Old Collegians' Association (WA) Inc.

Constitution

NAME

1. The name of the Association is "Presbyterian Ladies' College Old Collegians' Association (WA) Inc."

DEFINITIONS

2. In the Constitution and Rules hereunder unless the context otherwise requires:
 - "Act" means the *Associations Incorporation Act 2015* (WA) as amended or replaced from time to time;
 - "Association" means Presbyterian Ladies' College Old Collegians' Association (WA) Inc.;
 - "Associate member" means a person who is a member pursuant to Section 7;
 - "College" means the College known as Presbyterian Ladies' College Inc., a College of the Uniting Church presently conducted and carried on at Peppermint Grove;
 - "collegian" means a past student of the College;
 - "Committee" means the Committee of the Association elected in accordance with these rules;
 - "Financial member" means a person who is a life member pursuant to Section 6;
 - "general meeting" includes annual general meetings and special general meetings;
 - "member" means a person who is an associate member pursuant to Section 7 hereinafter, an Honorary Life Member pursuant to Section 9, a Patron pursuant to Sections 9 and 10, or a financial member pursuant to Section 6;
 - "rules" means the rules set out in this Constitution for the governing of the Association.
 - "special resolution" means a resolution that is passed at a general meeting by a majority of not less than three-fourths of the members of the Association who are entitled to vote and cast a vote at the meeting in person or, where proxies or postal votes are allowed, by proxy or postal vote.

Words in the singular include the plural.

OBJECTS

3. The objects of the Association are:
 - (a) to foster a spirit of community between past and present collegians and the College;
 - (b) to provide, through example, leadership to present collegians;
 - (c) to further, through donations, grants, bursaries and so on, the educational objects of the College;
 - (d) to consolidate the special relationship established between collegians during their college years.

4.

The income and property of the Association whencesoever derived shall be applied solely towards the promotion of its objects as set forth in these Rules and no portion thereof shall be paid or transferred directly or indirectly by way of dividend bonus or otherwise howsoever to its members provided that nothing herein shall prevent the payment in good faith or remuneration to any officer or servant of the Association for services actively rendered to the Association in the promotion of the objects of the Association.

POWERS

5. The Association shall have the following powers:

- (a) to promote organise and conduct functions of all kinds for the raising of funds and for the fellowship of the members of the Association;
- (b) to promote organise and conduct social cultural religious and sporting activities of all kinds;
- (c) to nominate representatives to the Council of the College;
- (d) to purchase take on lease or in exchange hire or otherwise acquire and maintain any real or personal property and any rights and privileges in relation thereto;
- (e) to erect improve repair pull down and rebuild renovate equip and furnish buildings and other structures or any part or parts thereof;
- (f) to sell exchange mortgage lease hire dispose of turn to account or otherwise deal with all or any part of the real and personal property of the Association;
- (g) to borrow or raise or secure the payment of money in such manner and on such terms as the Association thinks fit with power to issue debentures grant mortgages bills of sale charges or any other class of security upon or charging any or all of the property real or personal (both present and future) of the Association and to purchase redeem pay off or agree to a variation of any such security;
- (h) to invest and deal with the moneys of the Association not immediately required for the purposes of the Association in such manner as may from time to time be determined;
- (i) to amalgamate co-operate or affiliate with subscribe make donations to acquire shares in and enter into reciprocal arrangements with any other body or Association having objects wholly or in part similar to those of the Association;
- (j) to pay and provide scholarships bursaries prizes gifts and donations for the College and the students thereof and provide other assistance for students or ex-students of the College as may from time to time be determined and the same from time to time discontinue wholly or partly;
- (k) to subscribe or donate money for any charitable object; and
- (l) to do all such other acts matters and things as are incidental or conducive to the attainment of the objects of the Association or any of them.

MEMBERSHIP

6.

- (a) Any person who has attended Presbyterian Ladies' College as a student for not less than one year is eligible for admission to life membership.
- (b) Any person who has attended Presbyterian Ladies' College who does not fill the above conditions may still apply to the Committee for membership which, subject to its discretion, may or may not accept the application.

7. Associate membership shall be open to girls who have attended a school of the Uniting Church (of the Presbyterian tradition) or of the Presbyterian Church in any other state or territory of Australia, other than Western Australia.

8.

- (a) Every candidate for membership who falls within the description in Section 5 shall, upon payment of the Subscription referred to in Section 11, alternatively by resolution of the Committee, be deemed to have become a member of the Association. At the time of the commencement of these Rules, all former students of the College are deemed to be financial members of the Association unless they have resigned that membership or been disqualified from holding membership.
- (b) Every applicant for associate membership shall make application in writing and submit it to the Committee which may or may not accept such application. Associate Members shall be entitled to exercise all the rights and privileges of a financial member of the Association other than the right to vote at a general meeting.
- (c) Any member may at any time resign from the Association by submitting her resignation in writing to the Committee.
- (d) A person ceases to be a member if they die or resign.

HONORARY LIFE MEMBERSHIP AND PATRON

9.

- (a) The rank of Honorary Life Member may be conferred upon any person who has helped to promote the welfare of the College and the Association. A general meeting of the Association may elect any person to be an honorary member and may elect a member to be a Patron of the Association.
- (b) An Honorary Life Member and a Patron shall be exempt from payment of any subscriptions but shall be entitled to all the privileges of the Association other than election to the Committee.
- (c) Any person upon whom Honorary Life Membership or the role of Patron is conferred is not required to be eligible for membership under Section 6.

10. The Principal of the College shall be a Patron of the Association.

SUBSCRIPTIONS

11. The subscription for all members shall be such sum as the Committee shall from time to time determine and shall be payable in advance.

COUNCIL REPRESENTATIVES

12. Subject to the Constitution of Presbyterian Ladies' College, the Association shall put forward for nomination to Council of the College at least one financial member of at least two years standing. The Committee shall determine which members shall be put forward and members who become members of the Council shall attend Council meetings each term as requested by the Council.

OFFICERS AND COMMITTEE

13. The affairs of the Association will be managed exclusively by a Committee, elected at an annual general meeting or appointed under section 16, consisting of –
- (a) the following office-bearers:
 - (i) President;
 - (ii) Vice-President;
 - (iii) Secretary; and
 - (iv) Treasurer;
 - (b) as many other Committee members as desired or reasonable; and
 - (c) The following *ex-officio* members:
 - (i) the Principal of the College;
 - (ii) a representative of the College's Office of Community and Engagement or similar office-holder designated by the Principal;
 - (iii) the three immediate past Head Girls of the College or where a past Head Girl is unwilling or unable to serve on the Committee any student from that year elected by the Committee.
- 14.
- (a) Advertisements calling for nominations for the position of President shall be made by the Secretary at least 4 calendar weeks prior to the Annual General Meeting. Nominations for President must be received in writing by the Secretary 21 days before the date of the Annual General Meeting. If there is more than one candidate for the position of President, notice shall be given to members that an election shall be held at the Annual General Meeting by secret ballot to decide which of the candidates shall be elected to the position.
 - (b) In the event of there being more nominations for any position or positions other than President than there are vacancies to be filled, there shall be an election at the Annual General Meeting for such position or positions by secret ballot. Each member of the Association voting at such election shall vote for such number of candidates as there are vacancies to be filled but no member shall be entitled to record more than one vote for each candidate. The election shall be decided by taking the greatest number of votes cast for each particular candidate and in the event of a tie or in the event of a dispute the decision of the President (or in her absence of the Chairman of the meeting) shall be binding and conclusive.
 - (c) A Committee member shall be elected to office for a term of 1 year.
 - (d) The Association shall maintain a record of the names and addresses of all office holders of the Association, including those persons who constitute the Committee.

15. Preferably, a member shall not be eligible for re-election to the office of President if she has immediately prior to the Annual General Meeting at which the elections are held completed two years in that office. However, if no members nominate for the position of President at the end of the said President's 2 years in office, the existing President may continue in the position as long as the then current Committee considers necessary.
16. In the event of there being insufficient nominations submitted for the Committee at any annual general meeting or in the event of any casual vacancy in the Committee occurring during the currency of any year the Committee may elect a member to fill up each such vacancy and the member so elected shall retire at the next annual general meeting following her election by the committee but shall be eligible for re-election at such annual general meeting. The Committee shall be deemed to be properly constituted and shall have full power to exercise any of its powers and functions notwithstanding any such vacancy as aforesaid.
17.
 - (a) All members of the Committee shall be financial members of the Association and all committee members shall be nominated by two financial members of the Association.
 - (b) Nominations may be in writing signed by the persons nominating and by the person nominated and shall then be in the hands of the Secretary at least the day prior to the date of the annual general meeting.
 - (c) If any person is properly nominated for the position of President, Vice-President, Secretary or Treasurer but is not elected to any such position she shall be deemed to be properly nominated for election as an ordinary member of the Committee.
18. The office of an elected member of the Committee shall be vacant if she:
 - (a) is absent, without leave approved by the then current Committee, from three consecutive meeting of the Committee;
 - (b) resigns her office by notice in writing to the Committee; or
 - (c) dies.

MANAGEMENT

19. The entire management of the Association shall be vested in the Committee.
20. The Committee shall have power to make decisions on all matters and things coming before it unless it has been expressly forbidden so to do by any resolution carried at any general meeting of the Association or is expressly forbidden so to do by any provision of these rules.
21. Without in any way limiting the general powers hereinbefore vested in the Committee it shall have specifically conferred upon it the following powers:
 - (a) The control and management of the funds and the property of the Association;
 - (b) Power to appoint sub-committees for such purposes and with such powers as the Committee may think, necessary.
 - (c) Power to co-opt at any time.
 - (d) Power to make alter and repeal by-laws not inconsistent with these rules relating to the property of the Association.
 - (e) Power to make alter and repeal rules relating to and the condition in respect of any scholarship bursary prize gift donation or assistance established or provided by the Association; and

- (f) Power to do and perform any other acts matters and things in connection with or relative to the management of the Association as shall not by these rules require to be done by the Association in general meeting.

22. Unless the members resolve otherwise at a general meeting:

- (a) the Secretary must have custody or control of all books, documents, records and registers of the Association, other than those required by subsection (b) to be in the custody of the Treasurer; and
- (b) the Treasurer must have custody or control of all securities, books and documents of a financial nature and accounting records of the Association.

23.

- (a) The Committee shall meet at such times and places as the President may determine.
- (b) The Secretary shall give to all members of the Committee at least three days before the date fixed for the meeting a notice of meeting together with a list of the business to be considered.
- (c) The Secretary shall forthwith call a special meeting of the Committee upon receiving the written requisition of any two members of the Committee. Such special meeting shall be held not later than seven days immediately following receipt of the requisition. If the Secretary fails to call the meeting when so requisitioned any one of the members signing the requisition may do so. The special business for which the meeting has been requisitioned shall have priority over all other business.
- (d) The President shall preside at all meetings of the Committee and, in the event of the absence of the President, the Vice President shall preside and, in the event of the absence of the President and the Vice President, the meeting shall elect a Chairman.
- (e) The quorum at Committee meetings shall be 4 Committee members of whom not less than two shall be any of the members referred to in paragraph (a) of Section 13.
- (f) At all meetings of the Committee all questions shall unless otherwise herein provided be decided by the vote of the majority of the members of the Committee present and voting each of whom shall be entitled to one vote and in the case of equality of votes the Chairman shall have a second or casting vote.
- (g) The Secretary shall record all proceedings of the Committee in the minute book of the Association and that record shall be submitted for confirmation at the next following meeting of the Committee.
- (h) The Committee may determine matters by circular resolution, which matters may be circulated and responded to by email provided that all Committee Members are sent the circular resolution by the President or Secretary at approximately the same time. The passing of a circular resolution requires a majority of Committee Members to agree to the resolution set out in the document in writing.
- (i) The presence of a Committee member at a Committee meeting need not be by attendance in person but may be by that Committee member and each other Committee member at the meeting being simultaneously in contact by telephone or other means of instantaneous communication. A member who participates in

a Committee meeting as allowed under this subrule is taken to be present at the meeting and, if the member votes at the meeting, the member is taken to have voted in person.

- (j) As required under Part 4 Division 2 of the Act, a Committee member having any material personal interest in a contract or proposed contract made or to be made by the Committee must, as soon as he or she becomes aware of that interest, disclose the nature of and extent of her interest to the Committee, and not take part in any deliberations or decision of the Committee in respect to that contract.

GENERAL MEETINGS

- 24. There shall be held no later than 6 months after the end of the Association's financial year a general meeting of members which shall be known as the Annual General Meeting. The Annual General Meeting may be held in conjunction with an Annual Dinner at which all matters and things requiring to be done at an annual general meeting of members as prescribed by these rules shall be attended to.
- 25. The Committee may at any time call a Special General Meeting of the Association.
 - (a) Subject to section 23, each general meeting of the Association shall be held at such place and at such time as the Committee shall determine.
 - (b) The Secretary must give each financial member at least 14 days' written notice of a general meeting and that notice must specify:
 - (i) when and where the general meeting is to be held; and
 - (ii) particulars of the business to be transacted at the general meeting.
 - (c) Notice of a general meeting may be given by electronic means including email, the internet, facsimile or telephone.
- 26. The Secretary shall forthwith call a Special General Meeting of the Association upon receiving the written requisition from at least 1% of financial members of the Association stating the purpose for which the Special General meeting is required and signed by those members. Such Special General Meeting shall be held not later than thirty days immediately following receipt of the requisition. If the Secretary fails to call the meeting when so requisitioned any one of the members signing the requisition may do so. The special business for which the meeting has been requisitioned shall have priority over all other business.
- 27. The President shall preside at all general meetings of the Association and, in the event of the absence of the President, the Vice President shall preside and, in the event of the absence of the President and the Vice President, the meeting shall elect a Chairman. At each Annual General Meeting the retiring President or in her absence the presiding Vice President or Chairman shall present a report on the activities of the immediately preceding year.
- 28. At all general meetings of the Association:
 - (a) twelve financial members present in person shall constitute a quorum. If within fifteen minutes from the time appointed for the meeting a quorum is not present the meeting if convened upon the requisition of members shall lapse. In any other case the meeting shall stand adjourned to the same day in the next week at the same time and place and at such adjourned meeting those financial members present shall form a quorum for all purposes;

- (b) each financial member present in person or by proxy shall be entitled to vote upon every matter and in the case of equality of votes the Chairman shall have a second or casting vote;
- (c) voting shall be by show of hands unless a ballot is requested by a majority of those financial members present and voting in person or by proxy;
- (d) votes may be given personally or by proxy;
- (e) a financial member may appoint any other person as proxy;
- (f) an instrument appointing a proxy shall be in writing and signed by the appointor or her attorney;
- (g) an instrument appointing a proxy and any power of attorney under which the proxy is signed shall, unless the members otherwise determine, be deposited at the address of the College not less than fifteen minutes before the time appointed for the meeting at which the person named in the instrument proposes to vote;
- (h) a vote given in accordance with the terms of an instrument of proxy is valid notwithstanding the revocation of the proxy if no notice in writing of the revocation has been received by the Chairman at the address of the College before the meeting; and
- (i) every instrument of proxy shall as near as the circumstances will admit be in one of the forms annexed to these rules or to the like effect.

29. The Secretary shall record all proceedings of the Association in the minute book of the Association and that record shall be submitted for confirmation at the next following general meeting of the Association.

FINANCE AND ACCOUNTS

30. The financial year of the Association shall end on the thirtieth day of June in each year to which day the accounts of the Association shall be balanced.

31.

- (a) The Association must open an account or accounts in the name of the Association with a financial institution from which all expenditure of the Association is made and into which all funds received by the Association are deposited.
- (b) Subject to any restrictions imposed at a general meeting, the committee may approve expenditure on behalf of the Association.
- (c) The committee may authorise the treasurer to expend funds on behalf of the Association up to a specified limit without requiring approval from the committee for each item on which the funds are expended.
- (d) All cheques, drafts, bills of exchange, promissory notes and other negotiable instruments of the Association must be signed by 2 committee members or one committee member and a person authorised by the committee.
- (e) All funds of the Association must be deposited into the Association's account within 5 working days after their receipt.

32.

- (a) Life membership subscriptions shall be maintained by the Treasurer as a capital sum. Of the capital sum, 25% must be placed on an interest bearing deposit and the Association may invest the remaining 75% as the Committee considers prudent from time to time. Any income earned from interest bearing deposits and other investments may be capitalised by the Committee or applied by the Committee in any manner that is consistent with the objects of the Association.
- (b) The Treasurer shall report to the Annual General Meeting at each financial year as to the status of the capital account.
- (c) Capital amounts shall only be withdrawn with the consensus of Committee members present at a General Meeting.
- (d) Gifts made to the Association for specific purposes shall each be placed in a separate trust account in the name of the Association and the Committee may if it thinks fit appoint or agree to the appointment of any two or more persons (whether members of the association or not) as trustees or managers of such special accounts.
- (e) Such managers shall be accountable to the Committee.

33. The Committee shall cause to be kept by the Treasurer true accounts of all moneys received by or on behalf of the Association and all amounts similarly expended. The Treasurer shall provide a written financial report to the Committee at least every six months including a balance sheet, statement of receipts and disbursements and the bank account position.

34. Immediately after the close of each financial year the Treasurer shall prepare the following statements of accounts, namely:

- (a) A balance sheet showing the assets and liabilities of the Association as at the thirtieth day of June for the year just closed.
- (b) A statement of receipts and disbursements of all moneys received and expended by the Association during the financial year just closed.
- (c) Such statements of accounts as the Committee shall think fit in respect of all special funds held by the Association or of which the Association shall have the control or administration.

35. At each annual general meeting the balance sheet statement of receipts and expenditure and other accounts together with a Treasurer's report shall be tabled and it shall be open to any member to ask any question in relation thereto and for the members either to adopt or reject such report and accompanying accounts subject to such terms and conditions as the members shall think fit to impose.

36. Bills of Exchange, promissory notes, cheques and other negotiable instruments may be signed endorsed or negotiated on behalf of the Association in such manner by at least two persons, such persons to be decided by the Committee with power to the Committee to vary such decision from time to time and to alter the persons authorised to sign endorse or negotiate as aforesaid PROVIDED HOWEVER that the persons so authorised are hereby indemnified by the Association against any claim whatsoever arising out of or in connection with any exercise of the powers contained in this Rule.

COMMON SEAL

37. The Association shall have a common seal and it shall remain in the custody of the Secretary. The seal shall not be used except by authority of a resolution of the Committee and in the

presence of at least three members thereof all to be appointed by the Committee. Every document to which the seal is required to be affixed shall be countersigned by the said three members of the Committee and such attestation shall be sufficient evidence of the authority to affix the seal.

AMENDMENT

If the Association wants to alter or rescind any of these rules, or to make additional rules, the Association may do so only by special resolution and by otherwise complying with Part 3 Division 2 of the Act.

REGISTER OF MEMBERS

38.

- (a) The Secretary shall keep or cause to be kept a register of all members in which shall appear the name and address of each member and shall distinguish therein between Honorary Life Members, life members and associate members.
- (b) The register shall be conclusive evidence whether a person is or is not a member and of the eligibility of any member to vote at general meetings of the Association.
- (c) All notices or demands required by these rules to be given to a member may be given by prepaid letter addressed to the member at her address appearing in the register and shall be deemed to have been given on the day when such letter is posted, or by electronic means including email, the internet, facsimile or telephone.

INSPECTION BY MEMBERS OF RECORDS AND DOCUMENTS OF ASSOCIATION

39.

- (a) Upon request of a member of the Association to the Secretary in writing, the Association shall make these rules, the register of members and record of office holders available for inspection by the member free of charge.
- (a) The member shall have no right to remove the rules, register or record but may, subject to clause (c) of this Section, make a copy of or take an extract from the rules, register or record.
- (b) The member may only make a copy of the register or any part of it subject to the member providing the Association with a signed Statutory Declaration in the format set out in Attachment A to this Constitution.

INTERPRETATION

40. The interpretation of these rules and any by-laws made hereunder shall be in the sole determination of the Committee whose decision shall only be set aside by a resolution carried at a general or special general meeting of the members at which notice of intention to move to set aside such determination shall have been notified by the Secretary to the financial members pursuant to Section 25 and Section 26.

DISSOLUTION

41.

- (a) The Association may at any time, with the consent of a majority of three quarters of the financial members present, at a general meeting called for the purpose, be dissolved.
- (b) If upon the winding up of the Association there remains after satisfaction of all its debts and liabilities any property whatsoever, the same shall not be paid or distributed amongst the members or former members, but shall be given or transferred to another association incorporated under the Act which has similar objects or is carried out for charitable purposes, as the case requires, shall be determined by resolution of the members.

DISPUTES AND MEDIATION

42.

- (a) The grievance procedure set out in this Section applies to disputes under these Rules between:
 - (i) A member and another member; or
 - (ii) A member and the Association; or
 - (iii) if the Association provides services to non-members, those non-members who receive services from the Association, and the Association.
- (b) The parties to the dispute must meet and discuss the matter in dispute, and, if possible, resolve the dispute within 14 days after the dispute comes to the attention of all of the parties.
- (c) If the parties are unable to resolve the dispute at the meeting, or if a party fails to attend that meeting, then the parties must, within 14 days, hold a meeting in the presence of a mediator.
- (d) The mediator must be –
 - (iv) a person chosen by agreement between the parties; or
 - (v) in the absence of agreement – in the case of a dispute between a member and another member, a person appointed by the Committee of the Association; and, in the case of a dispute between a member or relevant non-member and the Association, a person who is a mediator appointed to, or employed with, a not for profit organisation.
- (e) A member of the Association can be a mediator.
- (f) The mediator cannot be a member who is a party to the dispute.
- (g) The parties to the dispute must, in good faith, attempt to settle the dispute by mediation.
- (h) The mediator, in conducting the mediation, must –
 - (vi) give the parties to the mediation process every opportunity to be heard;
 - (vii) allow due consideration by all parties of any written statement submitted by any party; and

- (viii) ensure that natural justice is accorded to the parties to the dispute throughout the mediation process.
- (i) The mediator must not determine the dispute.
- (j) The mediation must be confidential and without prejudice.
- (k) If the mediation process does not result in the dispute being resolved, the parties may seek to resolve the dispute in accordance with the Act or otherwise at law.

Attachment A

Statutory Declaration for provision of copy of register

I,

[name, address and occupation of person making the declaration]

sincerely declare as follows —

[insert content of the statutory declaration; use numbered paragraphs if content is long]

1. I acknowledge that I am being provided with an excerpt of the register of members (**Register**) of the Presbyterian Ladies' College Old Collegians Association (WA) Inc (**OCA**).
2. I declare that I am using the Register for the purposes of [relevant purpose related to connected with the affairs of the OCA] only (**Purpose**).
3. I declare that I shall only use the Register for the Purpose.
4. Once I have completed using the Register for the Purpose I shall delete or destroy the version of the Register provided to me.

This declaration is true and I know that it is an offence to make a declaration knowing that it is false in a material particular.

This declaration is made under the *Oaths, Affidavits and Statutory Declarations Act 2005* at [place] on [date] by —

[Signature of person making the declaration]

in the presence of —

[Signature of authorised witness]

[Name of authorised witness and qualification as such a witness]