

**CONSTITUTION**  
**OF**  
**THE SCOTS COLLEGE**  
**OLD BOYS UNION INC**

## PART 1 - PRELIMINARY

### 1. Defined Terms and Interpretation

1.1. In these Rules, unless the contrary intention appears:

“**Act**” means the *Associations Incorporation Act 1994*.

“**College**” means The Scots College, Sydney.

“**Member**” means any person who is a Life Member, Honorary Life Member or Honorary Member of the Union.

“**Old Boys**” means past students of the College.

“**Regalia**” means items bearing the insignia of the Union or the College which are donated or lent to the Union or College.

“**Rules**” means in relation to the Union the Rules of the Union as set out herein.

“**Union**” means the Scots College Old Boys Union Inc and all Committees created in terms of these Rules.

1.2. In these Rules unless the contrary intention appears or the context otherwise admits, the definitions contained in Section 3 of the Act shall apply to these Rules.

1.3. In this Constitution, unless the contrary intention appears or the context otherwise admits:

- (a) the singular includes the plural and vice versa and words importing a gender include other genders;
- (b) words importing natural persons include corporations;
- (c) the meaning of general words is not limited by specific examples introduced by including, included or similar expression;
- (d) headings are for ease of reference only and do not affect the construction of this Constitution.

### 2. Objects

2.1. The objects of the Union are:

- (a) to bring together the Old Boys;
- (b) to promote reunions of Old Boys and other functions;

- (c) to promote and support the College;
- (d) to encourage and foster the connection between the College and the Union;
- (e) to present awards and prizes including the Honour Cap and other forms of recognition;
- (f) to award bursaries and scholarships;
- (g) to arrange and promote sporting and cultural events with the College;
- (h) to further the interests of the Union and the College in every possible way.

## **PART 2 – MEMBERSHIP**

### **3. Patron**

The Headmaster of the College is *ex officio* the patron of the Union.

### **4. Membership**

4.1. There is no limit to the number of Members.

4.2. There are the following three categories of Members:

- (a) Life Members;
- (b) Honorary Life Members;
- (c) Honorary Members.

### **5. Life Members**

5.1. The following are Life Members:

- (a) all Old Boys at the date of the adoption of this Constitution who were members of the Union and had paid the then current membership fee;
- (b) any Old Boy who pays the membership fee as determined by the Committee from time to time.

### **6. Honorary Life Members**

6.1. All Honorary Life Members as at the date of this Constitution remain Honorary Life Members as and from the date hereof.

- 6.2. Where the Committee is of the opinion that a person (whether a member of the Union or not) should be considered for appointment as an Honorary Life Member either as recognition of exceptional service to the Union or in circumstances where the appointment would be of material benefit to the Union, the Committee may resolve to submit the name of the prospective appointee and the Committee's reasons for a nomination before a general meeting of members for appointment by the members of the nominated person as an Honorary Life Member.

## **7. Honorary Members**

- 7.1. The Committee may from time to time by resolution appoint any person as an Honorary Member for such term and on such conditions as the Committee may determine in its absolute discretion.
- 7.2. The Committee may by resolution terminate the appointment of any person as an Honorary Member.
- 7.3. All associate members prior to the date of this Constitution are Honorary Members as and from the date hereof.

## **8. Announcement**

- 8.1. The Secretary at each meeting of Members shall advise the names of new Life Members, Honorary Life Members and Honorary Members.

## **9. Register**

- 9.1. The Secretary shall keep and maintain a register containing the following particulars, where available, for each Member:
- (a) name and postal address;
  - (b) phone numbers and email address;
  - (c) alumni year;
  - (d) the date upon which any person ceases to be a Member.

## **10. Members' Liabilities**

- 10.1. The liability of a Member of the Union to contribute towards the payment of the debts and liabilities of the Union or the costs, charges and expenses of the winding up of the Union is limited to the amount, if any, unpaid by the Member in respect of the membership of the Union.

## **11. Rights, Privileges and Obligations**

The rights, privileges and obligations of a Member are personal to each Member, not capable of being transferred to another person and terminate on cessation of the person's membership.

## **12. Membership Fee**

The membership fee shall be determined by the Committee from time to time.

## **13. Ceasing to be a Member**

13.1. A person ceases to be a Member if:

- (a) the person dies;
- (b) the person resigns his membership by notice in writing to the Secretary;
- (c) a resolution of the Committee determines to expel the Member pursuant to clause 14.

13.2. Any Member ceasing to be a Member:

- (a) will not be entitled to any refund (or part refund) of a membership fee; and
- (b) will remain liable for and will pay to the Committee all membership fees and moneys which were due at the date of ceasing to be a Member.

## **14. Disciplining of Members**

14.1. Where the Committee in its absolute discretion is of the opinion that a Member has:

- (a) engaged in conduct prejudicial to the interests of the Union or the College; or
- (b) refused or neglected to comply with these Rules

the Committee may call a meeting to discuss the Member's conduct and if appropriate by resolution:

- (i) fine the Member;
- (ii) suspend the Member;
- (iii) expel the Member;
- (iv) such other action or combination of the above as it determines appropriate;

only after the Member has been given at least 21 days written notice of the meeting setting out the Member's conduct and advising the Member that he is entitled to attend in person and address the meeting or provide a written explanation before a resolution is passed.

- 14.2. The Committee shall notify the Member of its resolution as soon as possible after such meeting.
- 14.3. The Committee may, from time to time by resolution, determine any matters of procedure in connection with the admission or disciplining of Members which vary the terms of these Rules.

### **PART 3 – GENERAL MEETINGS**

#### **15. Annual General Meeting**

15.1. The annual general meeting of the Union shall be held:

- (i) at least once in each calendar year; and
- (ii) no more than 18 months after the last preceding annual general meeting.

at a time and place as the Committee determines.

15.2. 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 President a report upon the activities of the Union during the preceding year;
- (c) to receive and consider the financial accounts for the preceding year as required by s26(6) of the Act;
- (d) to elect the office-bearers of the Committee;
- (e) to determine any matters required by the Act;
- (f) to discuss other matters determined by the Committee;
- (g) any matter of which prior written notice has been received by the Secretary within 14 days of the meeting.

#### **16. Notice**

16.1. Except if the nature of the business proposed to be dealt with at a general meeting requires a special resolution of the Union, 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.

- 16.2. If the nature of the business proposed to be dealt with at a general meeting requires a special resolution of the Union, 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 matter required under clause 16.1, the intention to propose the resolution as a special resolution.
- 16.3. 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 rule 15(2).
- 16.4. 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.

## **17. Special General Meetings**

- 17.1. The Committee may, whenever it thinks fit, convene a special general meeting of the Union by notice to the Secretary.
- 17.2. The Committee shall, on the requisition in writing of not less than 5% of the total number of Members, convene a special general meeting of the Union.
- 17.3. The requisition under Rule 17.2 shall state the purpose or purposes of the meeting, shall be signed by the Members making the application and shall be lodged with the Secretary.
- 17.4. A special general meeting shall be convened as soon as practicable after notice is given to the Secretary.

## **18. Quorum**

- 18.1. No business shall be transacted at any general meeting unless a quorum of Members is present at the time when the meeting commences.
- 18.2. Ten Members present in person or by proxy constitute a quorum.

## **19. Chairman**

- 19.1. The President, or in the President's absence, the Vice-President, will be the chairman at every general meeting.
- 19.2. If the President and Vice-President are absent from a general meeting the Members present shall elect one of their number to preside as chairman at the meeting.

## **20. Adjournment**

- 20.1. The chairman of a general meeting may, with the consent of the majority of Members present at the meeting, adjourn the meeting.

- 20.2. The only business that can be transacted at an adjourned general meeting is the unfinished business of the general meeting that was adjourned.
- 20.3. Notice of an adjourned general meeting must only be given if a general meeting has been adjourned for more than 42 days.

## **21. Decision on Resolutions**

- 21.1. A resolution is carried if a majority of the votes are in favour of the resolution unless a special resolution is required.
- 21.2. A resolution put to the vote of a meeting is decided on a show of hands unless a poll is demanded.
- 21.3. Each member has one vote which can be given personally or by proxy.
- 21.4. Unless a poll is demanded:
  - (a) a declaration by the chairman that a resolution has been carried, carried by a specified majority, or lost; and
  - (b) an entry to that effect in the minutes of the meetingare conclusive evidence of the fact without proof of the number or proportion of the votes in favour of, or against, the resolution.
- 21.5. If a poll is demanded, it will be taken when and in the manner that the chairman directs.
- 21.6. The result of the poll will be the resolution of the meeting at which the poll was demanded.
- 21.7. Honorary Members shall not be eligible to vote.

## **22. Casting Vote of the Chairman**

- 22.1. The chairman will have a casting vote in addition to the chairman's vote as a Member or proxy holder.

## **23. Proxies**

- 23.1. Each Member is entitled to appoint another Member as proxy by notice given to the Secretary at least 24 hours before the meeting.
- 23.2. The notice appointing the proxy is to be in the form set out in Appendix I to these Rules.

## PART 4 – THE COMMITTEE

### 24. Powers of the Committee

The Committee:

- (a) is to control and manage the affairs of the Union; and
- (b) may exercise all such functions as may be exercised by the Union other than those functions that are required by these Rules to be exercised by a general meeting of Members; and
- (c) has power to perform all such acts and do all such things as appear to the Committee to be necessary and desirable for the proper management of the affairs of the Union.

### 25. Constitution and Membership

25.1. The Committee shall consist of the Members of the Committee immediately before the date of this Constitution.

25.2. The Committee shall comprise:

- (a) the Patron who shall be an *ex officio* member;
- (b) the office-bearers;
- (c) one Member who does not reside in Sydney;
- (d) the Alumni Relations Manager or such person who shall carry out this function who shall be an *ex officio* member;
- (e) such further number of Members as shall be determined by the Members at each annual general meeting.

25.3. The office-bearers shall be:

- (a) the president;
- (b) vice-president(s);
- (c) the treasurer; and
- (d) the Secretary.

The number of Vice-Presidents shall be determined by the Members at each annual general meeting.

25.4. Each Member of the Committee shall hold office until the conclusion of the annual general meeting following the date of the Member's election but is eligible for re-election.

## **26. Nomination of Candidates for Election**

26.1. Nominations of candidates for election as office-bearers or as ordinary members of the Committee:

- (a) must be made in writing;
- (b) shall be signed by the candidate;
- (c) shall be delivered to the Secretary no later than 5.00 pm on the day preceding the day fixed for the holding of the Annual General Meeting.

A nomination form is set out in Appendix 2 to these Rules.

26.2. Should the number of candidates for election at the Annual General Meeting to particular offices not exceed the number of Members required to be elected at such meeting then such candidate or candidates shall be deemed to have been elected to such office and further nominations may be received at the annual general meeting.

26.3. If the number of nominations received exceeds the number of vacancies to be filled, a ballot shall be held in the manner directed by the Committee.

## **27. Secretary**

27.1. The Secretary shall as soon as practicable after being appointed, lodge notice with the Union of his address.

27.2. It is the duty of the Secretary to:

- (a) keep the names, addresses, phone numbers and email addresses of members of the Committee, where known;
- (b) keep minutes of all proceedings at Committee meetings and general meetings;
- (c) keep the Register referred to in Rule 8;
- (d) issue notices of meeting.

## **28. Treasurer**

28.1. It is the duty of the Treasurer of the Union to ensure that:

- (a) all money due to be collected is collected and received and that all payments authorised by the Union are made;
- (b) correct books and accounts are kept showing the financial affairs of the Union giving full details of all receipts and expenditure;

- (c) at least 28 days before the annual general meeting financial accounts for the Union incorporating any provisions required by the Act are prepared for the preceding year and that such accounts are submitted to the Honorary Auditor for audit and the Auditor's Report to the Committee.

## **29. Casual Vacancies**

29.1. For the purposes of these Rules a casual vacancy on the Committee occurs if the Member:

- (a) is suspended or expelled as a Member;
- (b) ceases to be a Member of the Union;
- (c) resigns office;
- (d) becomes of unsound mind.

29.2. The President shall be entitled to fill any casual vacancies.

## **30. Honorary Auditor**

The Committee may appoint an Honorary Auditor to audit the financial accounts of the Union.

## **31. Honorary Solicitor**

The Committee may appoint an Honorary Solicitor to provide legal advice to the Committee and the Union.

## **32. Meetings and Quorum**

32.1. The Committee must meet at least 4 times in each period of 12 months at such place and time as the office bearers may determine.

32.2. Additional meetings of the Committee may be convened by any office bearer.

32.3. Oral or written notice of a meeting of the Committee must be given by the Secretary to each member of the Committee at least 48 hours (or such other period as may be unanimously agreed on by the Members of the Committee) before the time appointed for the holding of the meeting.

32.4. Any 3 Members of the Committee constitute a quorum if 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.

32.5. 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.

32.6. At a meeting of the Committee:

- (a) the President or, in the President's absence, a Vice-President is to preside, or
- (b) such member of the Committee nominated by the President; or failing (a) and (b),
- (c) if the President and a Vice-President are absent or unwilling to act, such one of the remaining members of the Committee as may be chosen by the Members present at the meeting is to preside.

### **33. Delegation by Committee to Sub-Committee**

33.1. The Committee may, in writing, delegate to one or more sub-committees (consisting of such Member or Members of the Union 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.

33.2. A function the exercise of which has been delegated to a sub-committee under this rule may, while the delegation remains unrevoked, be exercised from time to time by the sub-committee in accordance with the terms of the delegation.

33.3. A delegation under this section may be made subject to such conditions or limitations as to the exercise of any function, or as to time or circumstances, as may be specified in the instrument of delegation.

33.4. Despite any delegation under this rule, the Committee may continue to exercise any function delegation.

33.5. Any act or thing done or suffered by a sub-committee acting in the exercise of a delegation under this rule has the same force and effect as it would have if it had been done or suffered by the Committee.

33.6. The Committee may, by instrument in writing, revoke wholly or in part any delegation under this rule.

33.7. A sub-committee may meet and adjourn as it thinks proper.

33.8. A Member of the Committee shall be Chairman of each sub-committee.

### **34. Voting and decisions**

- 34.1. 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.
- 34.2. 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 one vote but, in the event of any equality of votes on any question, the person presiding may exercise a second or casting vote.
- 34.3. The Committee may act despite any vacancy on the Committee.
- 34.4. Any act or thing done or suffered, or purporting to have been done or suffered, by the Committee or by a sub-committee appointed by the 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.

## **PART 5 – MISCELLANEOUS**

### **35. Special resolution**

A resolution of the Union is a special resolution if it is passed by a majority which comprises at least three-quarters of such Members as present and being entitled under these rules 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 these Rules.

### **36. Insurance**

The Union may effect and maintain insurance.

### **37. Funds - source**

- 37.1. The funds of the Union are to be derived from membership fees, donations, profits from annual dinners, alumni reunions and subject to any resolution passed by the Union in general meeting, such other sources as the Committee determines.
- 37.2. All money received by the Union must be deposited as soon as practicable and without deduction to the credit of the Union's bank account.
- 37.3. The Union must, as soon as practicable after receiving any money, issue an appropriate receipt.

**38. Funds - management**

- 38.1. Notwithstanding any previous resolution or Rule, the funds of the Union are to be used in pursuance of the objects of the Union in such manner and in such amount as the Committee determines.
- 38.2. All cheques, drafts, bills of exchange, promissory notes and other negotiable instruments must be signed by any 2 office-bearers.

**39. Alteration of objects and rules**

- 39.1. The statement of objects and these rules may be altered, rescinded or added to only by a special resolution of the Union.
- 39.2. Clause 47 shall not be altered or rescinded.

**40. Common seal**

- 40.1. The common seal of the Union must be kept in the custody of the secretary.
- 40.2. The common seal must not be affixed to any instrument except by the authority of the Committee and the affixing of the common seal must be attested by the signatures of two office-bearers.

**41. Custody of books**

Except as otherwise provided by these Rules, the secretary must keep in his custody or under his control all records, books and other documents relating to the Union.

**42. Inspection of books**

The records, books and other documents of the Union must be open to inspection, free of charge, by a Member at any reasonable hour.

**43. Service of notices**

- 43.1. For the purpose of these rules, a notice may be served on or given to a Member:
- (a) by delivering it personally, or
  - (b) by sending it by pre-paid post to the address of the Member on the Register, or
  - (c) by sending it by facsimile transmission or some other form of electronic transmission including e-mail and sms message to an address or phone number specified by the Member for giving or serving the notice, or
  - (d) by publishing such notice in any magazine sent to Members.

43.2. For the purpose of these rules, 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 pre-paid post, on the date when it would have been delivered in the ordinary course of post, and
- (c) in the case of a notice sent by facsimile transmission or some other form of electronic transmission, on the date it was sent or, if the machine from which the transmission was sent produces a report indicating that the notice was sent on a later date, on that date.

#### **44. Remuneration of Member**

No Member shall, except for professional or secretarial services rendered at the request of the Committee, receive any payment from the Union except:

- (a) repayment of out of pocket expenses approved by the Committee;
- (b) reasonable and proper rent for plant, equipment or premises let to the Union, provided such rental arrangement has been approved by the Committee.

#### **45. Resolution of Internal Disputes**

45.1. Disputes between Members (in their capacity as Members) of the Union and disputes between Members and the Union are to be referred to mediation by a mediator appointed by the President of the Law Society of New South Wales.

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

#### **46. Regalia**

Regalia donated or owned by, or lent to, the Union, shall not be sold or disposed of without the consent of the Committee.

#### **47. Non Profit Association**

The Union shall not at any time carry on its activities for the purposes of profit or gain to its individual members and no property of the Union shall upon dissolution, winding up or cancellation of the incorporation of the Union be paid to or distributed amongst the members of the Union but shall be dealt with in accordance with clause 48 hereof.

**48. Surplus Property**

- 48.1. At the first general meeting of the Union, the Union shall pass a special resolution nominating the College in which it is to vest its surplus property pursuant to Section 53 (2) of the Act in the event of the winding up or the cancellation of the incorporation of the Union.
  
- 48.2. The Union may amend the provisions of sub-clause 48.1 pursuant to the provisions of clause 39 to permit the distribution of surplus property to another or other recipients in addition to or in substitution of the college providing that any amendment is not contrary to the provisions of Section 53 of the Act.

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President

.....  
Secretary

Name: .....

Name:.....

Dated:.....

Dated:.....