

**ST PETER'S COLLEGIANS'
ASSOCIATION (INCORPORATED)**

CONSTITUTION

February 1998

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CONSTITUTION

1. NAME

The name of the Incorporated Association is "St Peter's Collegians' Association (Incorporated)."

2. INTERPRETATION

In this Constitution, and rules and by-laws made under it, unless the contrary intention appears:

- 2.1 "Act" means the Associations Incorporation Act, 1985 as amended.
- 2.2 "Annual General Meeting" means the annual general meeting of the Association.
- 2.3 "Association" means the St Peter's Collegians' Association (Incorporated).
- 2.4 "Chairman" means the chairman of the Committee.
- 2.5 "Collegians" means the past scholars of the School.
- 2.6 "Committee" means the Committee of Management of the Association.
- 2.7 "Committee Members" means the members of the Committee.
- 2.8 "Deputy Chairman" means the deputy chairman of the Committee.
- 2.9 "Member" means a member of the Association.
- 2.10 "Membership" means membership of the Association.
- 2.11 "Officers" means officers of the Committee, these being the President, Chairman and Treasurer.
- 2.12 "President" means the President of the Association.
- 2.13 "Property" means both real and personal property.
- 2.14 "School" means The Church of England Collegiate School of St Peter at Adelaide.
- 2.15 "Secretary" means the secretary of the Association.
- 2.16 "Treasurer" means the treasurer of the Association.

3. OBJECTS AND PURPOSES

The objects of the Association are:

- 3.1 to promote the interests and well being of the School and its Scholars and of the Association and its members and to promote unity and good fellowship and foster sport among all Collegians;
- 3.2 to make gifts to the School;
- 3.3 to support, establish, subsidise or assist either financially or otherwise any branch of the Association or any affiliated Club or Association or any company incorporated to hold property on trust for such branches or affiliated Clubs or Associations; and

3.4 to do all acts, matters and things conducive to such objects or any of them.

4. **POWERS**

For the purposes of carrying out the objects stated in **rule 3**, the Association may, subject to these rules:

- 4.1 acquire, hold, deal with, donate, and dispose of, any property;
- 4.2 administer any property on trust;
- 4.3 open and operate bank accounts;
- 4.4 invest its moneys:
 - 4.4.1 in any security in which trust moneys may, by act of Parliament, be invested; or
 - 4.4.2 in any manner authorised by the rules of the Association;
- 4.5 borrow money upon such terms and conditions as the Association thinks fit;
- 4.6 give such security for the discharge of liabilities incurred by the Association as the Association thinks fit;
- 4.7 appoint agents to transact any business of the Association on its behalf;
- 4.8 enter into any other contract it considers necessary or desirable; and
- 4.9 regulate its own procedure in all matters relating to the exercise of its powers and authorities including power to delegate any of its powers or authorities to a committee or committees of the Association with authority to co-opt other members thereof for any specified purposes for all of which purposes they shall do and carry out all such matters and things as are likely to promote the objects of the Association.

5. **FUNDS**

The funds of the Association may, at the Committee's discretion, and in addition to and without limiting the types of investment authorised by **sub-rule 4.4**, be invested:

- 5.1 in Trustee investments;
- 5.2 on deposit with the School, with or without security;
- 5.3 in shares and debentures in companies listed on any recognised Stock Exchange in Australia or any wholly owned subsidiaries of such companies;
- 5.4 in Real Estate; or
- 5.5 on loan with or without security to such branches of the Association or any affiliated clubs of the Association or to any company incorporated to hold property on trust for such branches or affiliated Clubs or Associations and on such terms and conditions as may seem expedient to the Committee.

6. **MEMBERSHIP**

- 6.1 Membership shall be either Ordinary, Life or Honorary.

- 6.2 Collegians who have attended the School for at least four (4) school terms shall be eligible for Membership.
- 6.3 Every applicant for Membership shall apply for Membership in such manner as the Committee may direct.
- 6.4 Applicants for Membership shall be elected by a majority of the Committee.
- 6.5 The Committee may confer Honorary Membership on any person on such terms as it, by resolution, deems fit.
- 6.6 Honorary Members shall be entitled to all rights of Members without payment of any subscription.

7. SUBSCRIPTIONS

- 7.1 The subscriptions for both Ordinary and Life Membership shall be determined and fixed by the Committee no later than twenty eight (28) days prior to the Annual General Meeting in each year. In so fixing the subscriptions the Committee shall have regard to, but not be bound by, the sum fixed by the Council of Governors of the School as the enrolment deposit payable by students entering the School during the year to which the annual subscription shall apply. Notice of the subscriptions fixed by the Committee shall be given with the notice convening the Annual General Meeting and the decision of the Committee shall be ratified by a resolution passed at the Annual General Meeting.
- 7.2 The subscription fee for Ordinary Members shall be payable in advance to the Secretary or Treasurer of the Association on or before the 30th day of June in each year.
- 7.3 If an Ordinary Member's subscription fee is not paid within four (4) months of the date provided for in **sub-rule 7.2**, that person's membership shall lapse but may be restored on payment of the current year's subscription.

8. CANCELLATION OF MEMBERSHIP

The Membership of a person of the Association shall cease if that person:

- 8.1 dies;
- 8.2 given written notice to the Association of their resignation; or
- 8.3 is expelled pursuant to **rule 9**.

9. EXPULSION OF MEMBERS

- 9.1 Subject to giving a Member an opportunity to be heard or to make a submission in writing, the Committee may resolve to expel a Member upon a charge of misconduct detrimental to the interests or stated objects of the Association.
- 9.2 Particulars of the charge shall be communicated to the Member at least twenty one (21) days before the meeting of the Committee at which the matter will be determined.
- 9.3 The determination of the Committee shall be communicated to the Member, and in the event of an adverse determination the member shall subject to **sub-rule 9.4** cease to be a Member fourteen (14) days after the Committee has communicated its determination to the Member.

- 9.4 A Member may appeal against his expulsion to the Association at a properly convened general meeting. The intention of the Member to appeal shall be communicated to the Secretary of the Association within fourteen (14) days after communication of a determination of the Committee to the Member under **sub-rule 9.3**.

10. THE COMMITTEE

- 10.1 The affairs of the Association shall be managed and controlled by the Committee which, in addition to any powers and authorities conferred by these rules, may exercise all such powers and do all such things as are within the objects of the Association, and are not by the Act or these rules required to be done by the Association in general meeting.
- 10.2 The Committee shall have the power to appoint such officers and employees as are required to carry out the objects of the Association, including a public officer required by the Act, and may discuss or delegate any of its powers to such officers and employees.
- 10.3 The Committee shall be comprised of the President, the Secretary, the Treasurer, eight (8) elected Committeemen (four (4) of whom shall be elected in accordance with the procedure in **rule 11** each year and hold office for two (2) years) and the President, Chairman or other nominee of each sporting club affiliated with the Association.
- 10.4 The President and Treasurer shall be elected in accordance with the procedure in **rule 11** and hold office for two (2) years.
- 10.5 The Chairman shall be appointed by the Committee from its members at its first meeting after the Annual General Meeting. No Chairman shall hold office for more than three (3) years consecutively. A Deputy Chairman shall be appointed by the Committee from its members at its first meeting after the Annual General Meeting.
- 10.6 The Secretary shall be appointed, removed and have his or her remuneration fixed by the Association except that should the role of Secretary be combined with that of Development Officer for the School, the Secretary shall be appointed, removed and have his or her remuneration fixed by the School in consultation with the Association.
- 10.7 The Committee may fill casual vacancies occurring in the Committee by appointing a natural person to fill a casual vacancy, for the remainder of the term of appointment of the person originally occupying the particular position.
- 10.8 The Committee may adopt by-laws prescribing the manner of regulating matters under the Committee's control. No by-law adopted by the Committee shall be varied or rescinded within the same financial year.
- 10.9 The Committee has the right to delegate to Sub-Committees comprised of such persons as it sees fit any powers or functions of the Committee, on such terms and conditions as it fixes.
- 10.10 The Committee may take a poll of members to ascertain their views on any matter.
- 10.11 Scholarships, Exhibitions, Bursaries or Prizes at the School may be provided and awarded at the discretion of the Committee and with the approval of the School.

11. ELECTION OF OFFICERS AND COMMITTEEMEN

- 11.1 The Officers and Committeemen shall be elected by the members at the Annual General Meeting.
- 11.2 Notice of the vacancies occurring in the Officers and the Committeemen shall be given in the notice calling the Annual General Meeting.
- 11.3 Candidates for election to office or as Committeemen must be financial Members and be nominated and seconded by two Members in writing and must signify their willingness to act.
- 11.4 Nominations shall be forwarded to the Secretary by such date as the Committee determines and as is set out in the notice calling the Annual General Meeting.
- 11.5 Oral nomination may be received at the Annual General Meeting for election to fill any vacancy for which formal nomination has not been received.
- 11.6 Voting for candidates shall be by ballot.
- 11.7 If only one nomination for any office is received or only four (4) nominations for Committeemen, the nominees shall be declared elected.

12. DISQUALIFICATION OF COMMITTEE MEMBERS

- 12.1 A Committee Member shall be disqualified if that person:
 - 12.1.1 becomes an insolvent under administration;
 - 12.1.2 is convicted:
 - (a) on an indictment of an offence in connection with the promotion, formation or management of a body corporate; or
 - (b) of an offence involving fraud or dishonesty punishable on conviction by imprisonment for a period of not less than three (3) months; or
 - (c) of an indictable offence; or
 - 12.1.3 is otherwise disqualified under the Act.
- 12.2 A person disqualified from being a committee member pursuant to **rule 12.1** shall not be eligible for election or appointment to the Committee:
 - 12.2.1 if **sub-rule 12.1.1** applies, while remaining an insolvent under administration; or
 - 12.2.2 if **sub-rule 12.1.2** applies, for five (5) years from the conviction or if imprisoned, for five (5) years from being released from imprisonment;without the leave of the Corporate Affairs Commission.
- 12.3 The office of a Committee Member shall become vacant and a casual vacancy shall occur if the Committee Member:
 - 12.3.1 is disqualified pursuant to **rule 12.1**;
 - 12.3.2 is expelled from the Association pursuant to **rule 9**;

- 12.3.3 is permanently incapacitated by ill health;
- 12.3.4 is absent without apology for more than three (3) consecutive Committee meetings, or more than four (4) Committee meetings in a calendar year.

13. PROCEEDINGS OF COMMITTEE

- 13.1 The Committee shall meet together for the dispatch of business of the Association as often as it, in its absolute discretion, shall determine is necessary, but not less than six times in every calendar year.
- 13.2 The Secretary may call a special meeting of the Committee and shall call one upon the request of the Chairman, or of any three Committeemen.
- 13.3 A quorum at any meeting of the Committee shall be seven.
- 13.4 The Chairman or in his absence the Deputy Chairman shall preside at all meetings of the Committee but, in the absence of both of them another Committeeman shall be elected to preside.
- 13.5 Questions arising at any meeting shall be decided by a majority of votes, and in the event of equality of votes the presiding member of the Committee shall have a casting vote in addition to a deliberative vote.
- 13.6 The Headmaster of the School, any Governor of the School elected by the Association and any other person may attend meetings of the Committee upon the invitation of the Committee, but shall have no vote.
- 13.7 A member of the Committee having pecuniary interest in a contract with the Association must disclose that interest to the Committee as required by the Act, and shall not vote with respect to that contract.

14. GENERAL MEETINGS

- 14.1 The Committee may call a special general meeting of the Association at any time, and shall call an annual general meeting no later than the 31st day of May each year, or as otherwise stipulated by the Act.
- 14.2 The following business may be brought forward at the Annual General Meeting:
 - 14.2.1 Committee Report;
 - 14.2.2 Presentation of Accounts;
 - 14.2.3 Confirmation of Minutes;
 - 14.2.4 Election of Officers and New Committee;
 - 14.2.5 Election of Auditors;
 - 14.2.6 Confirmation of Membership subscriptions; and
 - 14.2.7 Any other general business.
- 14.3 Twenty one (21) days notice as directed by the Committee shall be given of any general meeting.

- 14.4 A member who has given written notice of motion, duly seconded, to the Secretary at least twenty one (21) days before an Annual General Meeting shall be entitled to have the motion heard and decided.
- 14.5 Upon a requisition in writing of not less than 24 of the total number of financial Members of the Association, the Committee shall within twenty one (21) days of the receipt of the requisition, convene a special general meeting for the purpose specified in the requisition.
- 14.6 Every requisition for a special general meeting shall be signed by the Members making the same and shall state the purposes of the meeting.
- 14.7 If a special general meeting is not convened within twenty one (21) days as required by **sub-rule 14.5** the requisitioners may themselves convene a Special General Meeting.
- 14.8 At least fourteen (14) days notice of any special general meeting shall be given to Members. The notice shall set out where and when the meeting will be held, and particulars of the nature and order of the business to be transacted at the meeting.
- 14.9 It shall not be competent for any special general meeting to entertain or transact any business except that specific in the notice convening the meeting, or which shall in the opinion of at least two-thirds of the members present, directly arise therefrom.
- 14.10 The accidental omission to give notice of a meeting to or the non receipt of notice by any Member shall not invalidate the proceedings at any meeting.

15. PROCEEDINGS AT MEETINGS

- 15.1 Twenty four (24) Members present personally shall constitute a quorum at any general meeting.
- 15.2 If within thirty (30) minutes after the time appointed for the meeting a quorum of Members is not present, a meeting convened upon 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 within thirty (30) minutes of the time appointed if at such adjourned meeting a quorum is not present.
- 15.3 The President, or in his absence, the Chairman, or in the absence of both, a member elected by the meeting shall preside as chairman at every general meeting of the Association.
- 15.4 The chairman of the meeting may with the consent of any meeting at which a quorum is present, and shall if so directed by the meeting, adjourn the meeting from time to time and from place to place, but no business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place.
- 15.5 When a meeting is adjourned for thirty (30) days or more, notice of the adjourned meeting shall be given as if that meeting were an original meeting of Members.
- 15.6 At any general meeting, a resolution other than a special resolution put to a vote shall be decided on a show of hands, and a declaration by the chairman of the meeting that a resolution has been carried or lost, shall unless a poll is demanded be conclusive evidence of the fact, without proof of the number or proportions of the votes recorded in favour of, or against, the resolution.

- 15.7 A special resolution shall be decided by a poll and shall be passed by a majority of three-quarters of those voting at the meeting.
- 15.8 If a poll is demanded by the chairman of the meeting or by three or more Members present personally or by proxy, it shall be taken in such manner as the chairman directs. The result of such poll shall be the resolution of the meeting, except that in the case of a special resolution a majority of not less than three quarters of the Members who being entitled to do so vote personally or by proxy at the meeting is required.
- 15.9 A poll demanded on the election of a chairman of a meeting or on any question of any adjournment, shall be taken at the meeting and without adjournment.

16. VOTING RIGHTS

Subject to these rules:

- 16.1 each Member present in person at any meeting of the Association; and
 - 16.2 each Committee member present in person at any meeting of the Committee;
- shall be entitled to one vote.

17. MINUTES

- 17.1 Proper minutes of all proceedings of meetings of the Association and of meetings of the Committee shall be entered within one month after the relevant meeting in minute books kept for the purpose .
- 17.2 The minutes kept pursuant to this rule shall be signed by the chairman of the meeting at which the proceedings took place or by the chairman of the next succeeding meeting.
- 17.3 Where minutes are entered and signed they shall until the contrary is proved be evidence that the meeting was convened and duly held, that all proceedings held at the meeting shall be deemed to have been duly held, and that all appointments made at a meeting shall be deemed to be valid.

18. PROPERTY AND FINANCE

- 18.1 The property of the Association shall be under the control of the Committee for the time being.
- 18.2 No Member shall by virtue of membership have any transmissible or assignable interest in any property of the Association, or be entitled to any of its income.
- 18.3 None of the funds or assets of the Association shall be paid or transferred in any way to any Member or relative of any Member except that payment in good faith may be made of proper remuneration to a Member or relative of a Member for services rendered to the Association, or for goods supplied in the ordinary course of business or for any reasonable out-of-pocket expenses incurred by such Member or relative of a Member acting under the authority and with the consent of the Committee.
- 18.4 The Secretary or Treasurer shall receive all moneys on account of the Association, and bank them forthwith to the credit of the Association's bank account.

- 18.5 All withdrawals of and cheques drawn on Association funds shall be made under the authority of any two of the Chairman, Secretary, Treasurer or Committeemen appointed for the purpose, any one of whom may also endorse cheques payable to the Association.

19. AFFILIATION AND BRANCHES

- 19.1 The Association may establish, promote, or approve the formation of, branches of the Association.
- 19.2 Every Club or organisation for Collegians desirous of using the names "St Peter's Collegians" or "St Peter's Old Collegians" or the abbreviation "SPOC" as part of its name or a name suggestive of the Association, or of using facilities made available to the Association at or by the School, shall apply for affiliation with the Association.
- 19.3 Application to become a Branch of the Association or an affiliated Club, or organisation, shall be dealt with by the Committee in such manner, and accepted or refused on such conditions as it determines in by-laws which it prescribes.
- 19.4 Subject to the approval of a majority of three quarters of those attending at any Committee meeting and entitled to vote the Association may join with the Old Scholars' Association of any other College or School in establishing Associations, Clubs, Societies, or Branches for their respective past Scholars.
- 19.5 The Association may give financial assistance to any such Branch, Association, Club, Society or organisation with which it has joined pursuant to sub-rule 19.4 hereof.

20. ALTERATION TO RULES

- 20.1 Subject to approval by a special resolution of the Members of the Association, these rules may be altered, or be rescinded and replaced by substituted rules. Any such alteration or substituted rules shall be registered as required by the Act.
- 20.2 The registered rules shall bind the Association and every Member to the same extent as if they had respectively signed and sealed them, and agreed to be bound by all of the provisions thereof.

21. THE SEAL

- 21.1 The Association shall have a common seal upon which its corporate name shall appear in legible characters.
- 21.2 The seal shall only be used with the express authorisation of the Committee. The affixing of the seal shall be witnessed by either the President, Chairman or Secretary and any two members of the Committee.
- 21.3 The seal shall be kept in the custody of the Secretary or such other person as the Committee may from time to time decide.

22. MEMBERSHIP INSIGNIA

The Association shall have such membership insignia as the Committee decides from time to time, and the same shall be available to members on such conditions as the Committee determines in by-laws which it prescribes.

23. GOVERNORS OF THE SCHOOL

Election by the Association of a Governor of the School under the Statutes of the Saint Peter's Collegiate School Ordinance Amendment Act 1889 shall be conducted in accordance with by-laws prescribed by the Committee in conformity therewith.

24. ACCOUNTS

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

24.2 One or more auditors shall be elected at the Annual General Meeting each year, and are required to act in accordance with Section 37 of the Act.

25. WINDING UP

The Association may be wound up in the manner provided for in the Act.

26. APPLICATION OF SURPLUS ASSETS

If in the event of the winding up of the Association there remain surplus assets being those assets that remain after the liabilities of the Association have been discharged and the costs and expenses of the winding up have been paid, such surplus assets shall not be paid to or distributed among the Members of the Association but shall be given or transferred to the School for the general purposes of the School.

27. INDEMNITY

The Association shall indemnify any Officer, Committeeman or employee of the Association acting in good faith and within the scope of his duties, against any claim liability loss or damage which he may suffer, or undergo, in consequence of any act, omission, error or oversight on his part.