



**CONSTITUTION OF THE BRISBANE GRAMMAR
SCHOOL OLD BOYS' ASSOCIATION INC**

Dated 1 April 2019

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CONSTITUTION

1 Name

- 1.1 The name of the incorporated association is the BGS OBA Inc, being the corporate name for the Brisbane Grammar School Old Boys' Association.

2 Interpretation

- 2.1 In these Rules the following expressions apply:
- (1) **School** means the Brisbane Grammar School;
 - (2) **Association** means the BGS OBA Inc (organisation number IA02105) and the Brisbane Grammar School Old Boys' Association;
 - (3) **Management Committee** means the Management Committee of Brisbane Grammar School Old Boys' Association as constituted in accordance with these Rules;
 - (4) **Headmaster** means the headmaster of the School from time to time;
 - (5) **Life Member** means any person who becomes a life member of the Association in accordance with these Rules;
 - (6) **Honorary Life Member** means any person who becomes an honorary life member of the Association in accordance with these Rules;
 - (7) **Member** means a Life Member and an Honorary Life Member of the Association;
 - (8) **Committee Member** means a person who is appointed as a member of the Management Committee in accordance with these Rules; and
 - (9) **Old Boy** means a person who has at some time attended at the School as a student;
 - (10) **Graduation Year** means the year that an Old Boy graduated from the School.

3 Objects

- 3.1 The objects of the Association are:
- (1) to effect a bond of union amongst past students of the School;
 - (2) to promote a spirit of comradeship to form an effective link between past and present students of the School;
 - (3) to promote the welfare and interests of the School;
 - (4) to promote, advance, carry out, and do such acts, matters and things, which may be conducive to the general wellbeing of the Life Members of the Association and the School;

- (5) to promote and preserve the history of the School and the Association;
and
- (6) to do all such other acts and things as may be necessary to carry out
and give effect to all or any of the above objects.

4 Powers

- 4.1 The Association has, in the exercise of its affairs, all the powers of an individual.
- 4.2 The Association may:
 - (1) enter into contracts;
 - (2) acquire, hold, deal with and dispose of any property;
 - (3) make charges for services and facilities it supplies; and
 - (4) do all things necessary or convenient to be done in carrying out its affairs.

5 Membership

- 5.1 The membership of the Association consists of the following class of members:
 - (1) Life Members; and
 - (2) Honorary Life Members.

6 Life Membership

- 6.1 All Old Boys who have completed their final year of schooling at the School from 2017 are Life Members of the Association.
- 6.2 Otherwise all other Old Boys may apply for Life Membership in accordance with Rule 7.1.
- 6.3 Formal admission for past students who are eligible to be Life Members in accordance with Rule 6.1 will be by resolution of the Management Committee at a general meeting in the form of a consolidated list of those past students eligible for admission as Life Members in that year.
- 6.4 The number of Life Members is unlimited.

7 Application for Life Membership

- 7.1 For the purposes of Subrule 6.2, a person who has attended the School as a student for a minimum period of one year may apply to be a Life Member of the Association by payment of the membership fee and a signed application form for membership.

- 7.2 A staff member of the School, on the completion of five years service, or such lesser period as the Management Committee may in any individual case having regard to all the circumstances determine, may apply to be a Life Member of the Association by payment of the membership fee and a signed application form for membership.

8 Membership Fees and Form

- 8.1 The membership fee (if any) for Life Membership:
- (1) is the amount decided by the Management Committee from time to time at a general meeting;
 - (2) is payable when, and in the way, the Management Committee determines; and
 - (3) may be waived at any time at the discretion of the Management Committee.
- 8.2 The Management Committee may prescribe the form and content of the application form for Membership.

9 Honorary Life Membership

- 9.1 The Management Committee may, on its own accord or following a nomination from a Life Member, bestow on a person an Honorary Life Membership of the Association.
- 9.2 To be considered for Honorary Life Membership, a nominee should have provided a significant service to the School as a teacher, administrator, coach or in other ways, such that they are considered to be an 'icon' of the School community.
- 9.3 All Honorary Life Members are members of the Association but have no rights to vote at any meeting of the Association or to be a member of the Management Committee.

10 Admission and Rejection of Members

- 10.1 The Management Committee must consider a nomination for membership at the next meeting of the Management Committee held after it receives an application for membership.
- 10.2 Following an application for membership and if required payment of the subscription, the application is to be considered by the Management Committee, to determine the admission or rejection of the applicant.

- 10.3 An applicant who receives a majority of the votes of the members of the Management Committee present at the meeting at which such application is being considered must be accepted as a Member.
- 10.4 Upon the acceptance or rejection of an application the Secretary must give the applicant notice in writing of such acceptance or rejection.

11 When Membership Ends

- 11.1 A Member may resign from the Association by giving a written notice of resignation to the Secretary.
- 11.2 The resignation takes effect at:
- (1) the time the notice is received by the Secretary; or
 - (2) if a later time is stated in the notice, the later time.
- 11.3 The Management Committee may terminate a Member's membership if the Member:
- (1) is convicted of an indictable offence; or
 - (2) fails to comply with any of the provisions of this constitution; or
 - (3) conducts themselves in a manner considered to be injurious or prejudicial to the character or interests of the Association.
- 11.4 Before the Management Committee terminates a Member's membership, the Management Committee must give the Member an opportunity to show why the membership should not be terminated.
- 11.5 If, after considering all representations made by the Member, the Management Committee decides to terminate the membership, the Secretary of the Management Committee must give the Member a written notice of the decision.

12 Appeal Against Rejection or Termination of Membership

- 12.1 A person whose application for membership has been rejected or whose membership has been terminated may within one month of receiving written notification of that decision, lodge with the Secretary written notice of his intention to appeal against the decision of the Management Committee.
- 12.2 Upon receipt of a notification of intention to appeal against rejection or termination of membership the Secretary must convene, within three months of the date of receipt by him of such notice, a Special Meeting to determine the appeal.
- 12.3 At any such Special Meeting, the applicant is to be given the opportunity to present his case and the Management Committee or those members who

rejected the application for membership or terminated the membership subsequently likewise have the opportunity of presenting its or their case.

- 12.4 The appeal is to be determined by the vote of the Life Members present at such meeting.

13 Register of Members

- 13.1 The Management Committee must ensure that a register of Members of the Association is maintained.

- 13.2 The Management Committee is to use its best endeavours to include in the register the following particulars for each Member:

- (1) the full name of the Member;
- (2) the Member's peer year;
- (3) the email address of the Member;
- (4) the date of admission as a Member;
- (5) the date of death or resignation of the Member;
- (6) details about termination or reinstatement of membership; and
- (7) any other particulars the Management Committee decide.

- 13.3 The Management Committee may, on the application of a Member, withhold information about the Member as prescribed in Subrule 13.2 from the register available for inspection, if the Management Committee has reasonable grounds for believing the disclosure of the information would put the Member at risk of harm.

- 13.4 The Register is open for inspection by Members at all reasonable times.

- 13.5 Before a Member inspects the register, the Member must apply to the Secretary to inspect it.

- 13.6 A Member of the Association must not:

- (1) use the information obtained from the Register to contact or send material to another Member for the purposes of advertising for political, religious, charitable or commercial purposes; or
- (2) disclose information obtained from the register to someone else.

- 13.7 Subrule 13.6 does not apply if the use or disclosure of the information is approved by the Management Committee.

14 Membership of the Management Committee

- 14.1 The Management Committee of the Association consists of:

- (1) A President;
- (2) A Vice-President;

- (3) A Secretary;
 - (4) A Treasurer,
 - (5) The immediate Past President or a former Past President; and
 - (6) Committee Members, no fewer than 3 and no more than 8.
- 14.2 All members of the Management Committee must be Life Members of the Association.
- 14.3 At each Annual General Meeting of the Association, all members of the Management Committee must retire from office, but are eligible, on nomination, for re-election.
- 14.4 No Life Member can hold the office of President for more than three consecutive years.

15 Electing the Management Committee

- 15.1 The election of the Management Committee must take place in the following manner:
- (1) Any two Life Members of the Association may nominate an other Life Member (the **Candidate**) to serve as a member of the Management Committee;
 - (2) The nomination must:
 - (a) be in writing;
 - (b) signed by the Candidate and his proposer and seconder; and
 - (c) be lodged with the Secretary at least fourteen days before the Annual General Meeting at which the election is to be held.
 - (3) A list of the candidates' names in alphabetical order, with the proposer's and seconder's names must be posted on the Association's website at least days immediately preceding the Annual General Meeting; and
 - (4) If required, balloting lists will be prepared containing the names of the candidates in alphabetical order.
- 15.2 If at the commencement of the meeting there is an insufficient number of candidates nominated, nominations may be taken from the floor of the meeting.

16 Resignation or Removal from Office of Management Committee

- 16.1 Any member of the Management Committee may resign from membership of the Management Committee at any time by giving notice in writing to the Secretary,
- 16.2 The resignation takes effect at:
- (1) the time the notice is received by the Secretary or
 - (2) if a later time is stated in the notice, the later time.
- 16.2 A Committee Member may be removed from office at a general meeting of the Association if a majority of the Life Members present at the meeting vote in favour of removing the Committee Member.
- 16.3 Before a vote of Life Members is taken about removing the Committee Member from office, the Committee Member must be given an opportunity to show cause why he should not be removed from office.
- 16.4 A Committee Member has no right of appeal against the member's removal from office under this Rule.

17 Vacancies on the Management Committee

- 17.1 The Management Committee has the power at any time to appoint any Life Member of the Association to fill any casual vacancy on the Management Committee until the next Annual General Meeting.
- 17.2 The continuing members of the Management Committee may act despite any casual vacancy on the Management Committee.
- 17.3 If the number of members of the Management Committee is less than the number fixed under Rule 26.1 as a quorum of the Management Committee, the continuing member of the Management <Committee may act only to:
- (1) increase the number of members of the Management Committee to the number required for a quorum; or
 - (2) call a General Meeting of the Association.

18 Functions of the Management Committee

- 18.1 The Management Committee:
- (1) has the general control and management of the administration of the affairs, property and funds of the Association;
 - (2) has the authority to interpret the meaning of these Rules and any matter relating to the Association on which these Rules are silent; and
 - (3) may exercise all the powers of the Association.

19 Meetings of the Management Committee

19.1 The Management Committee:

- (1) must meet at least once every two calendar months to exercise its functions;
- (2) decides when and where a meeting is convened; and
- (3) regulates its proceedings as it sees fit.

20 Sub-committees and Clubs

20.1 The Management Committee may delegate the whole or part of its powers to a sub-committee. A sub-committee will conduct its business in accordance with the directions of the Management Committee and will periodically report its proceedings to the Committee.

20.2 Members of sub-committees must be Life Members of the Association.

20.3 A sub-committee may form for the purpose of operating a sporting or activities club. Such a club is to operate in a manner consistent with these Rules and in accordance with the Objects of the Association and for the benefit of Life Members.

20.4 A sub-committee may have its own constitution to govern its affairs, provided that its rules are not inconsistent with these Rules.

20.5 A sub-committee may meet and adjourn as it considers appropriate.

20.6 A question, matter or resolution arising at a sub-committee meeting is to be decided by a majority vote of the members of the sub-committee present at the meeting and, if the votes are equal, the question is decided in the negative.

20.7 The President or a duly nominated delegate is an ex-officio member of all sub-committees.

21 Resolutions of Committee Without Meeting

21.1 A written resolution signed by each Committee Member for the time being entitled to receive notice of a Management Committee meeting is as valid and effectual as if it had been passed at a Management Committee meeting that was properly called and held.

21.2 Such a resolution may consist of several documents in like form, each signed by 1 or more Committee Members.

22 Validity of Acts

- 22.1 All acts done at any meeting of the Management Committee or a sub-committee or by any person acting as a member of the Management Committee will, notwithstanding that it is afterwards discovered that there was some defect in the appointment of any such member of the Management Committee or that the members of the Management Committee were disqualified, be valid as if every such person had been duly appointed and was qualified to be a member of the Management Committee.

23 Annual General Meetings

- 23.1 The Association must hold an Annual General Meeting of its Members:
- (1) at least once each year; and
 - (2) within 6 months after the end of the Association's previous financial year.
- 23.2 At least 28 days' written notice of the Annual General Meeting must be displayed on the Association's website.
- 23.3 The Management Committee must decide the way in which the notice to its Life Members is given.
- 23.4 Any Life Member may, not less than 21 days prior to the holding of the Annual General Meeting, give notice to the Secretary requesting that a special matter be placed on the agenda. If the Management Committee so decides, such matter will be included in the business of the meeting.
- 23.5 The following business must be conducted at each Annual General Meeting:
- (1) approve the minutes of the previous Annual General Meeting;
 - (2) receiving the President's report for the last financial year;
 - (3) receiving the statement of income and expenditure, assets and liabilities and mortgages, charges and securities affecting the property of the Association for the last financial year;
 - (4) receiving the auditor's report on the financial affairs of the Association for the last financial year;
 - (5) presenting the audited statements to the meeting for adoption;
 - (6) the election of members of the Management Committee; and
 - (7) the appointment of an auditor.

24 Special General Meetings

- 24.1 The Secretary must convene a Special General Meeting for any of the following reasons:

- (1) when directed to do so by the Management Committee; or
 - (2) on the requisition in writing signed by not less than one third of the Members of the Association; or
 - (3) on being given a notice in writing of an intention to appeal against the decision of the Management Committee to reject an application for membership or to terminate the membership of any person.
- 24.2 A request for a Special Meeting must state why the Special Meeting is called and the business to be conducted at the meeting.
- 24.3 The Secretary must give each member of the Management Committee at least 14 days notice of a Special Meeting of the Management Committee unless a shorter time is unanimously agreed by the Management Committee.
- 24.4 A notice of a Special Meeting must state:
- (1) the day, time and place of the meeting; and
 - (2) the business to be conducted at the meeting.

25 General Meetings

- 25.1 The Secretary must convene all general meetings of the Association by giving not less than 14 days notice of any such meeting to the Members of the Association.
- 25.2 The Management Committee may decide the way in which the notice must be given.

26 Procedure at Meetings

- 26.1 The quorum for all meetings of the Management Committee is at least the number of members elected and/or appointed to the Management Committee at the close of the Association's last general meeting plus 1.
- 26.2 No business is to be transacted at any meeting unless a quorum of members of the Management Committee is present at the time when the meeting proceeds to business. For the purpose of this Subrule a "member" includes a person attending as a proxy.
- 26.3 Every Life Member is entitled to one vote.
- 26.4 Any questions arising at any meeting of the Management Committee shall be decided by a majority of votes, and, in the case of equality of votes, the question shall be deemed to be decided in the negative.
- 26.5 Voting shall be by the show of hands or a division of members, unless not less than one-fifth of the members present demand a ballot, in which event there shall be a secret ballot.

- 26.6 The Chair must appoint two members to conduct the secret ballot in such manner as the Chair decides.
- 26.7 The result of the secret ballot as declared by the Chair is taken to be a resolution of the meeting at which the ballot was held.
- 26.8 A Life Member may vote in person or by proxy or by attorney and on a show of hands every person present who is a member or a representative of a member shall have one vote and in a secret ballot every member present in person or by proxy or by attorney or other duly authorised representative shall have one vote.
- 26.9 A member of the Management Committee must not vote in respect of any resolution in which he is interested, or any matter arising with the Association in which he is interested, and if he does so vote his vote shall not be counted.
- 26.10 At every meeting of the Management Committee:
- (1) the President is to preside as Chair; and
 - (2) if there is no President or if the President is not present within ten minutes after the time appointed for holding the meeting, the Vice-President is to preside as Chair or if the Vice-President is not present at the meeting then the members may choose one of their number to be Chair of the meeting.
- 26.11 The Chair must maintain order and conduct the meeting in a proper and orderly manner.
- 26.12 If within half an hour from the time appointed for the commencement of a Management Committee meeting a quorum is not present, the meeting, if convened upon the requisition of members of the Management Committee, will lapse. In any other case it shall stand adjourned to the same day in the next week at the same time and place, or to such other day and at such other time and place as the Management Committee may determine, and if at the adjourned meeting a quorum is not present within half an hour from the time appointed for the meeting, the meeting will lapse.

27 Minutes of Meetings

- 27.1 The Secretary must ensure full and accurate minutes of all questions, matters, resolutions and other proceedings of each meeting of the Management Committee are recorded.
- 27.2 To ensure the accuracy of the minutes recorded:

- (1) the minutes of each General and Special Meeting must be considered by the Management Committee at a subsequent meeting and a resolution passed verifying their accuracy; and
 - (2) the minutes of each Annual General Meeting must be signed by the chairperson of the meeting, or the chairperson of the next meeting of the Association that is a General Meeting or Annual General Meeting, verifying their accuracy.
- 27.3 If asked by a Member, the Secretary must, within 28 days after the request is made:
- (1) make the requested minutes of meeting available for inspection by the Member at a mutually agreed time and place; and
 - (2) give the Member a copy of the requested minutes of meeting.
- 27.4 The Management Committee may require the Member to pay the reasonable costs of providing copies of the requested minutes.

28 Proxies

- 28.1 An instrument appointing a proxy must be in writing and be in the following or similar form:

Brisbane Grammar School Old Boys' Association

I, [*insert name of member*] of [*insert address*], being a Life Member of the Association, appoint [*insert name*] as my proxy to vote for me on my behalf at the (annual) general meeting of the Association, to be held [*insert date*] and at any adjournment of the meeting.

Signed [*insert date*]

Signature.

- 28.2 The instrument appointing a proxy must be signed by the appointer or the appointer's attorney properly authorised in writing.
- 28.3 A proxy must be a Life Member of the Association.
- 28.4 The instrument appointing a proxy is taken to confer authority to demand or join in demanding a secret ballot.
- 28.5 Unless otherwise instructed by the appointer, the proxy may vote as the proxy considers appropriate.
- 28.6 If a member wants a proxy to vote for or against a resolution, the instrument appointing the proxy must clearly state such voting attention.

29 Funds and Accounts

- 29.1 The funds of the Association must be kept in an account(s) in the name of the Association in a financial institution(s) decided by the Management Committee.
- 29.2 Proper books and accounts are to be kept and maintained either in written or printed form showing full and accurate particulars of the financial affairs of the Association.
- 29.3 All moneys must be deposited as soon as practicable after receipt.
- 26.4 A payment by the Association of one hundred dollars (\$100.00) or more must be made by cheque or by electronic funds transfer signed or authorised by any two of the President, Secretary, Treasurer or other member authorised from time to time by the Management Committee.
- 29.5 Cheques, other than cheques for wages, allowances or petty cash recoupments must be crossed "not negotiable".
- 29.6 The Management Committee may determine the amount of petty cash (if any) which is to be kept on the imprest system.
- 29.7 All expenditure must be approved or ratified at a Management Committee Meeting.

30 General Financial Matters

- 30.1 As soon as practicable after the end of each financial year the Treasurer must prepare a financial statement containing particulars of:
- (1) the income and expenditure for the financial year just ended; and
 - (2) the assets and liabilities and of all mortgages, charges and securities affecting the property of the Association for the financial year just ended.
- 30.2 All such statements are to be examined by the auditor, who must present an audit report to the Secretary prior to the holding of the Annual General Meeting next following the financial year for which the audit was made.
- 30.3 The income and property of the Association must be used and applied solely in promoting the Association's objects and in the exercise of the Association's powers.
- 30.4 The Management Committee may authorise and make payment to a member of the Management Committee for:
- (1) principal and interest in respect of moneys advanced by him to the Association;

- (2) payment of commercial services actually rendered to the Association;
and
- (3) payment or repayment of out of pocket expenses reasonably incurred
on behalf of the Association.

31 Financial Year

- 31.1 The financial year of the Association will commence on 1 January and end on 31 December in the same year.

32 Documents

- 32.1 The Management Committee must ensure the safe custody of books, documents, instruments of title and securities of the Association.

33 Badge, Insignia, Brands and Marks

- 33.1 The insignia, badge, brand or mark of the Association will be such as the Management Committee may from time to time determine.

34 Common Seal

- 34.1 The Management Committee may provide for a Common Seal and for its safe custody.
- 34.2 The Common Seal may only be used by the authority of the Management Committee and every instrument to which the seal is affixed must be signed by the President and countersigned by the Secretary or by a second member of the Management Committee or by some other person appointed by the Management Committee for the purpose.

35 By-laws

- 35.1 The Management Committee may make, amend or repeal by-laws, not inconsistent with these Rules, for the internal management of the Association.
- 35.2 A by-law may be set aside by a vote of members at a General Meeting of the Association.

36 Distribution of Surplus Assets

- 36.1 This Rule applies if the Association:
 - (1) is wound-up; and
 - (2) has surplus assets after satisfaction of all its debts and liabilities.

- 36.2 The surplus assets must not be paid to or distributed among the members of the Association.
- 36.3 The surplus assets may be given or transferred to:
- (1) an entity that has the purpose of replacing the Association and assuming the Association's role in managing the affairs of Old Boys;
 - or
 - (2) an entity having objects that are directed to benefit Old Boys; or
 - (3) the School.
- 36.4 Provided always, any entity which is to receive the surplus funds must have rules which prohibit the distribution of its or their income and property among its or their members.

37 Alteration of Rules

- 37.1 Subject to the provisions of the Associations Incorporation Act 1981, these Rules may be amended, rescinded or added to from time to time by a special resolution carried at any General Meeting.
- 37.2 Any amendment, rescission or addition to these Rules is valid only if it is registered with the Chief Executive of the Department of Justice or other Department of State administering the Associations Incorporation Act 1981 or its equivalent.