



Sydney High School Old Boys' Union
Incorporated

CONSTITUTION

*draft, approved by the Executive Council on 24 November 2009, to be presented at a
general meeting*

to be held on

23 February 2010

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Objectives

The objectives of the OBU are to:

- (a) facilitate the reunion of past students, their parents or guardians and teachers of the School;
- (b) foster new friendships and professional networks among members; and
- (c) support the School and its activities.

Definitions

AGM: Annual general meeting

Council: The Executive Council under cl 10.

Funds: includes property and income.

School: The Sydney Boys' High School.

OBU: The Sydney High School Old Boys' Union Incorporated.

1 Eligibility for membership

A person is eligible for membership of the OBU if he or she is:

- (a) an ex-student of the School who has attended the School for a period of not less than one term;
- (b) a student of the School whose instalments have been paid in accordance with cl 2.3;
- (c) an ex-teacher of the School;
- (d) a parent or guardian of an ex-student of the School who has attended the School for a period of not less than one term; or
- (e) a person the Council believes should be admitted as an honorary member or honorary life member.

2 Categories of membership and admission to them

The categories of membership are:

- (a) annual members;
- (c) life members;
- (b) student contributors;
- (d) honorary members; and
- (e) honorary life members.

2.1 Annual members

A person is an annual member if:

- (a) he or she submits an application in the form of Appendix A, pays the annual membership contribution and the Membership Registrar enters him or her on the Register of Members; or

- (b) he is deemed to be an annual member under cl 2.3.2.

2.2 Life members

A person is a life member if he or she submits an application in the form of Appendix A and:

- (a) he or she pays the amounts that the Council has prescribed under cl 5.1; or
- (b) the prescribed amounts have been paid for him under cl 5.2;

and the Membership Registrar enters him or her on the Register of Members.

2.3 Student contributors

2.3.1 A person is a student contributor if he is a student at the School and at least one instalment has been paid towards his life membership under cl 5.2, accompanied by an application in the form of Appendix B.

2.3.2 A person who was a student contributor and who has failed to pay at least one of the six instalments within 12 months of ceasing to be a student at the School is deemed to be an annual member for the number of years (commencing on 1 January on the year following his ceasing to be a student) equivalent to the number of instalments that he has paid or another has paid on his behalf.

2.4 Honorary members

The Council may make a person an honorary member for such term as the Council directs, if the Council considers it is in the interests of the OBU.

2.5 Honorary life members

The Council may make an existing member an honorary life member if he or she has rendered special, outstanding or meritorious service to the School or to the OBU.

3 Cessation of membership

A person ceases to be a member of the OBU if he or she:

- (a) dies;
- (b) resigns by giving notice in writing to the Secretary;
- (c) is an annual member and fails to pay the annual subscription within 3 months of receiving notice that the subscription is due, but may be restored to membership on payment of the amount prescribed under cl 5.1;
- (d) is a student contributor and has ceased to attend the School for 6 months;
or
- (d) is expelled from the OBU.

4 Register of members

- 4.1 The Membership Registrar must maintain a register of members that includes for each member of the OBU, his or her name, contact details (including residential address), category of membership and the date on which he or she became a member.
- 4.2 The Membership Registrar must record the date on which any member ceased to be a member under clause 3.

5 Fees, subscriptions etc

5.1 Annual members

An annual member must pay the annual membership contribution which the Council determines.

5.2 Student contributors

A student contributor who pays 6 advance contributions by instalments as determined by the Council is entitled to become a life member.

5.3 Life members

- 5.3.1 A person who is eligible to be a member may become a life member by paying one amount that the Council determines.
- 5.3.2 A life member may not be required to pay any further annual contributions unless a general meeting determines otherwise by resolution.

5.4 Honorary life members

An honorary life member may not be required to pay any further membership contributions or other levies for the rest of his or her life.

5.5 Honorary members

An honorary member may not be required to pay any membership contributions or other levies for the period set by the Council under cl 2.4.

5.6 Special levies

The Council may, subject to cl 5.4 and cl 5.5, impose special levies (either compulsory or voluntary) upon all classes of members and the council may waive such levies in individual cases.

6 Members' liabilities

No member or officer of the OBU shall be liable to contribute towards the payment of the OBU's debts or liabilities or the costs of winding up the OBU.

7 Members' entitlements

- 7.1 Membership entitlements are not transferrable and terminate on cessation of membership.

- 7.2 Only annual members, life members and honorary life members are entitled to vote at a general meeting of the OBU or to be members of the Council. To exercise this entitlement, an annual member must have been a member in accordance with this constitution at least 7 days before the general meeting.
- 7.3 The Council may determine from time to time what communications and services the OBU provides to the various classes of members.

8 Disciplining of members

- 8.1 Any member or the Principal of the School may submit a complaint about any member who has acted in a manner prejudicial to the interests of the OBU or the School, in writing to the Secretary.
- 8.2 The Secretary must refer the complaint to the Council which may consider the complaint following representations (in person or in writing) from the complainant and the member against whom the complaint has been made.
- 8.3 If the Council finds the complaint to be made out, the Council may, by ordinary resolution, suspend or expell the member.
- 8.4 If the Council decides to suspend or expell the member, the member is suspended or expelled unless the member elects to have his or her penalty considered by a general meeting held immediately after the conclusion of the next AGM.
- 8.5 The general meeting, after hearing any representations (in person or in writing) from the member, the complainant and the Council may, by secret ballot, either confirm or revoke the Council's penalty. If the general meeting confirms the Council's penalty, the member is expelled or suspended as the case may be.

9 Internal disputes

- 9.1 Disputes between members (in their capacity as members) and between members and the OBU should be referred to a Community Justice Centre for mediation in accordance with the *Community Justice Centres Act 1983*.

10 Executive Council

The committee of management is called the Executive Council (the "Council").

10.1 Powers

- 10.1.1 The Council may exercise all of the OBU's functions, except for those that a general meeting must exercise.
- 11.1.2 The Council may act notwithstanding any vacancy on the Council.
- 11.1.3 The Council's actions are valid notwithstanding that a defect is subsequently discovered in the appointment or qualification of any member of the Council.

11.1.4 The Council may delegate the exercise of any of its functions to a sub-committee. Such delegation may be subject to limitations and cannot derogate the Council's power. The Council may wholly or partially revoke any delegation.

10.2 Composition

The Council comprises:

- (a) one President;
- (b) at least one and no more than three Vice Presidents; and
- (c) no more than ten ordinary members.

10.3 Election of members

10.3.1 A candidate for a position listed in cl 10.2 must be:

- (a) an annual member, life member or honorary life member of the OBU; and
- (b) nominated (with his or her consent) in writing by two members.

10.3.2 A nomination, in the form set out in Appendix D, must be delivered to the Secretary at least seven days before the AGM (the "close of nominations"). The delivery must be either:

- (a) by the means or to the address specified in the notice of meeting; or
- (b) by such other means as the secretary may determine in advance of the close of nominations, so long as the Secretary receives the nomination before the close of nominations.

10.3.3 The Returning Officer must conduct the election of members of the Council at the AGM. The Council must nominate the Returning Officer in advance of the AGM. If the person nominated by the Council is unable to act, the members at the AGM shall choose a person from among those present, who is not a candidate for election, to be the Returning Officer. The Returning Officer shall conduct the election in such proper manner as he or she thinks fit.

10.3.4 If sufficient nominations are received to fill each of the positions listed in cl 10.2, those who have been nominated are deemed elected.

10.3.5 If insufficient nominations are received to fill each of the positions listed in cl 10.2:

- (a) those who have been nominated are deemed elected; and
- (b) the Returning Officer must call for nominations for the remaining positions at the AGM.

10.3.6 When the Returning Officer calls for nominations under cl 10.3.5:

- (a) if sufficient nominations are received to fill each of the remaining positions, those who have been nominated are deemed elected; or
- (b) if insufficient nominations are received to fill each of the remaining positions:
 - (i) those who have been nominated are deemed elected; and
 - (ii) the remaining positions are deemed to be casual vacancies; or
- (c) if more than sufficient nominations are received to fill any of the remaining positions, the Returning Officer must conduct an election for those positions at the AGM.

10.3.7 If more than sufficient nominations are received to fill any remaining position, the Returning Officer must conduct an election for that position.

10.3.8 The Treasurer, Secretary and Membership Registrar must be appointed from members of the Council at the first meeting of the Council after the AGM. Any member of the Council may hold the position of Treasurer, Secretary and/or Membership Registrar.

10.4 Terms of office of members

10.4.1 Members of the Council elected or deemed to be elected at or after an AGM hold office until the next AGM.

10.4.2 The Secretary, Treasurer and Membership Registrar elected at or after the first Council meeting after an AGM hold office until the first Council meeting after the next AGM.

10.4.3 All members are eligible for re-election, except the President is not eligible for re-election as President for a sixth consecutive year.

10.5 Vacancy in membership

A person ceases to be a member of the Council and his or her position is vacant if her or she:

- (a) dies;
- (b) ceases to be member of the OBU;
- (c) becomes an insolvent under administration;
- (d) resigns by notice in writing to the Secretary;
- (e) loses legal capacity;
- (f) is absent without leave for 6 months; or

- (g) is removed by an ordinary resolution of a general meeting, subject to the right to be heard by that meeting before the motion is put.

10.6 Casual vacancies

10.6.1 The Council may fill casual vacancies.

10.6.2 If a casual vacancy is caused by resolution of a general meeting under cl 10.5(g), the general meeting may appoint a replacement by ordinary resolution.

10.7 Meetings

10.7.1 The Council must meet in person at least four times per year.

10.7.2 The President, or any three members of the Council acting together, may summon a meeting.

10.7.3 Notice of the meeting must be communicated at least 24 hours before the appointed time.

10.7.4 The quorum for meetings of the Council is four members present in person.

10.7.5 A meeting must dissolve if no quorum is present within 30 minutes.

10.7.6 The President may preside, or, in his or her absence, a vice president appointed by the members present.

10.7.7 Questions must be determined by majority vote. Each member has one vote. The Chair has a casting vote.

10.7.8 A motion is deemed to be a resolution of the Council if it is circulated (either by post or electronically) to all members of the Council and no member of the Council objects to it by communication to the President within the time specified, being not less than 5 days after the motion is distributed. The Secretary must enter the resolution in the minutes of the next Council meeting.

10.7.9 A member with a personal or financial interest in a question before the Council must not vote and if he or she does vote, that vote will not be counted.

10.7.10 Minutes of a meeting, once approved, must be signed by the Chair of the meeting that approved them.

11 Office bearers

The office bearers of the OBU are the:

- (a) President;
- (b) Vice Presidents;
- (c) Treasurer;

- (d) Secretary;
- (e) Membership Registrar.

11.1 President

The President:

- (a) represents the OBU;
- (b) is entitled to chair all meetings of the OBU;
- (c) is responsible for issuing or authorising the issuing of statements in relation to OBU affairs; and
- (d) may delegate the functions of President to any Vice President or, in absence of any Vice President, to any other Council member.

11.2 Vice Presidents

A Vice President:

- (a) may preside at meetings of the OBU in absence of the President; and
- (b) may represent the President in an official capacity (at the President's request).

11.3 Secretary

The Secretary:

- (a) keeps records of the membership of Council, attendance at Council meetings, and minutes of Council meetings;
- (b) performs the duties required by this constitution; and
- (c) performs the duties and functions that the Council determines.

11.4 Treasurer

The Treasurer:

- (a) ensures that money is collected and paid;
- (b) ensures that correct books of account are kept;
- (c) accounts for the assets (including the merchandise) of the OBU;
- (d) must prepare a draft budget for presentation at the first Council meeting of the year; and
- (e) must provide a financial report to each meeting of the Council.

11.5 Membership Registrar

The Membership Registrar:

- (a) admits eligible applicants to membership; and
- (b) maintains membership records in co-operation with the Secretary and Public Officer.

12 Public Officer

- 12.1 The Council must appoint a person to be Public Officer to perform the functions set out in the Act.
- 12.2 The Public Officer need not be a member of the Council or a member of the OBU.
- 12.3 The Public Officer must have access to a copy of the membership register maintained by the Membership Registrar.
- 12.4 The Council may remove a person from the position of Public Officer and appoint another person in his or her place.

13 Patron

- 13.1 An ex-student of the School who is recognised for eminent achievement and merit of the highest degree in service to Australia or to humanity at large is eligible to be a Patron of the OBU.
- 13.2 There must be no more than three Patrons of the OBU at any one time.
- 13.3 The President must invite an ex-student of the School to be Patron of the OBU if the Council has nominated that ex-student by ordinary resolution.
- 13.4 A person ceases to be a Patron of the OBU if he ceases to be a member of the OBU.

14 Calling of general meetings

14.1 Annual general meetings

- 14.1.1 The Council must convene an AGM of members before 1 July in each year.
- 14.1.2 The Council may convene the AGM on such date and at such place and time as it thinks fit.
- 14.1.3 If the Council fails to convene an AGM by 1 July in each year, any member entitled to attend an AGM may convene the AGM and the Membership Registrar must assist that member in communicating the notice of meeting to the members who are entitled to attend

14.2 Special general meetings

- 14.2.1 The Council may convene a general meeting of members when it thinks fit.
- 14.2.2 The Council must convene a general meeting of members on the requisition of 30 members.
- 14.2.3 The requisition must be delivered to the Secretary in writing, must be signed by the requisitioning members and must state the purpose or purposes of the meeting. No other business than that stated in the requisition may be transacted at the general meeting.
- 14.2.4 If the Council fails to give notice of the requisitioned meeting within 28 days of the requisition, any requisitioning member may convene the general meeting, and be reimbursed for doing so.
- 14.2.5 The Membership Registrar must assist the requisitioning member in communicating the meeting notice to the members who are entitled to attend the requisitioned general meeting.

14.3 Notice of general meetings

- 14.3.1 Where the business of the general meeting does not include a special resolution, the Secretary must communicate to each member the date, place, time and agenda of the meeting at least 14 days before the date set for the meeting.
- 14.3.2 A notice in a publication distributed to each member will suffice for notice.
- 14.3.3 Accidental failure to notify, or non-receipt of notice shall not invalidate proceedings.
- 14.3.4 Where the business of the general meeting includes a proposed special resolution, the Secretary must communicate to each member the date, place, time and agenda of the meeting, specifying the proposed special resolution, at least 21 days before the date set for the meeting.

15 Procedure at general meetings

- 15.1 The quorum for a general meeting is 7 members who are present in person and entitled to vote.
- 15.2 If there is no quorum within 30 minutes, the meeting dissolves (if called by requisition under cl 14.2.2), or adjourns until the same day and time in the following week.
- 15.3 The quorum at any adjourned meeting is 3 members present in person and entitled to vote.

- 15.4 The President must preside at a general meeting, or, if the President is unable or unwilling to preside, a Vice President nominated by the President or a Vice President appointed by members present.
- 15.5 The Chair may conduct a general meeting in such proper manner as he or she thinks fit, subject to directions and standing orders agreed by Council. The general meeting may dissent from rulings of the Chair.
- 15.6 The Chair may adjourn a meeting to deal with unfinished business. No business, other than business listed on the agenda, may be transacted at an adjourned meeting.
- 15.7 The business of an AGM is to:
- (a) confirm the minutes of the previous AGM and subsequent general meetings;
 - (b) receive the President's report for the previous year;
 - (c) elect members of the Council;
 - (d) consider financial reports for the previous year as required by law.
- 15.8 Each member entitled to vote has one vote.
- 15.9 A member who is entitled to vote may appoint another member as proxy by notice in writing (in the form set out in Appendix C) to the Secretary at least 24 hours before the meeting. The proxy must be directed with respect to all motions of which there is notice. The proxy may vote on all other questions, including the election of members of the Council, in his or her own discretion.
- 15.10 Questions must be determined by show of hands, unless a secret ballot is demanded under cl 15.11. The call of the Chair or Returning Officer (as the case may be) amounts to sufficient proof.
- 15.11 If the Chair or 3 members (in person or by proxy) demand a secret ballot, the ballot must be conducted in such proper manner as the Chair or Returning Officer (as the case may be) directs. The ballot must be conducted immediately if it involves the election of the Chair or a question of adjournment.
- 15.12 The Chair has a casting vote.
- 15.13 A special resolution must be passed by not less than 75% of members present.

16 Sources of funds

The funds of the OBU may be derived from membership contributions, donations, special levies, the sale of merchandise and other sources as the Council may determine.

17 Management of funds

- 17.1 All money received must be deposited to the credit of the OBU's bank account.
- 17.2 The Council may spend the funds of the OBU in such manner as it determines, so long as it promotes the OBU's objects.
- 17.3 Any two of the following appointed by the Council must authorise financial transactions:
- (a) a member of the Council; or
 - (b) an employee of the OBU.
- 17.4 No portion of the funds of the OBU may be paid to a member except:
- (a) for services actually rendered (except for services rendered by the President, any Vice President, Secretary, Treasurer and Membership Registrar); or
 - (b) to reimburse actual expenditure on behalf of the OBU.
- 17.5 The Council must ensure that proper accounts are kept and that a qualified auditor audits the accounts each year.
- 17.6 The Council may distribute and/or allow access to the accounts and auditor's report in its discretion.

18 Indemnity

The OBU, to the fullest extent permitted by law, indemnifies every Council and sub-committee member and every employee and agent of the OBU against all liability incurred while acting in such capacity.

19 Custody of books etc

- 19.1 The Secretary must maintain custody of the common seal of the OBU. Any two of the President, Secretary, Treasurer, or other Council member that the Council nominates may affix the seal but only by authority of the Council. The Secretary must record the use of the seal in a register.
- 19.2 The Secretary must maintain custody or control of all the records of the OBU, except for the financial and accounting records.
- 19.3 The Treasurer must maintain custody or control of the financial and accounting records of the OBU.

20 Inspection of books etc

Any member may inspect the records of the OBU, including the membership register, free of charge at any reasonable hour. However, members are not entitled to access or copy personal contact details contained in these records.

21 Financial year

The OBU's financial year is 1 January until 31 December.

APPENDIX A

MEMBERSHIP APPLICATION

Sydney High School Old Boys' Union Incorporated

Name:

Eligibility for membership:

- ex-student (please specify the years of enrolment: -)
- ex-teacher (please specify the years of service: -)
- parent or guardian of ex-student (please provide name of son(s) and the years of enrolment:)

Postal address:

..... Postcode:

Telephone: (please specify Home, Work or Mobile)

E-mail Address:

[insert such other contact details as may be required]

Occupation:

Payment of:

[insert amount] (for annual membership); or

[insert amount] (for life membership),

enclosed by:

[insert payment details]

For first time applicants:

I apply to be a member of the Sydney High School Old Boys' Union Inc and to abide by its constitution for the time being in force.

..... (signed)

APPENDIX B

**LIFE MEMBERSHIP BY ANNUAL INSTALMENTS
Sydney High School Old Boys' Union Incorporated**

Name:

Year of enrolment: Projected year of leaving:

Postal address:

..... Postcode:

Telephone: (please specify Home, Work or Mobile)

E-mail Address:

[insert such other contact details as may be required]

Payment of:

[insert amount] (annual instalment); or

[insert amounts of multiple instalments as required],

enclosed by:

[insert payment details]

For applicants making their sixth (final) instalment:

I apply to be a member of the Sydney High School Old Boys' Union Inc and to abide by its constitution for the time being in force.

..... (signed)

Note

See cl 2.3 and cl 5.2 of the Constitution.

APPENDIX C

APPOINTMENT OF PROXY

Sydney High School Old Boys' Union Incorporated

I,..... (full name)

of

..... (address)

being a member of the Sydney High School Old Boys' Union Inc (OBU) hereby appoint:

..... (full name of proxy)

of

.....(address)

being a member of the OBU, as my proxy to vote for me on my behalf at the general meeting of the OBU to be held on [insert date] and at any adjournment of that meeting.

In addition to voting at any elections held at the general meeting (at which he or she may exercise his or her discretion), my proxy is directed to vote in the following manner:

Resolution 1:

[] yes [] no (specify as appropriate)

[insert other resolutions as appropriate]

.....
(Signature of member appointing proxy)

..... (Date)

Note: A proxy vote may not be given to a person who is not a member of the Union and an appointment will not be valid unless it directs the proxy how to vote on each resolution for which notice has been given.

15.9 A member who is entitled to vote may appoint another member as proxy by notice in writing (in the form set out in Appendix C) to the Secretary at least 24 hours before the meeting. The proxy must be directed with respect to all motions of which there are notice. The proxy may vote on all other questions, including the election of members of the Council, in his or her own discretion.

APPENDIX D

**NOMINATION FOR MEMBERS OF THE COUNCIL
Sydney High School Old Boys' Union Inc**

ANNUAL GENERAL MEETING

[Insert day, month, year]

We
(full name of eligible member)

and.....
(full name of eligible member)

being members of the Sydney High School Old Boys' Union Inc hereby nominate

.....
(full name of eligible member)

for the position of (choose one):

- President; or
- Vice-President; or
- Ordinary member of the Council.

.....
(signed)

.....
(signed)

I accept the nomination

.....
(Signature of nominee)