



CONSTITUTION

OF THE

Old Collegians' Club of the Methodist Ladies' College (Kew) Inc.

A0014274K

Approved in May 2020

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Rules of the Old Collegians' Club of the Methodist Ladies' College (Kew) Inc.

Note

Under section 46 of the *Associations Incorporation Reform Act 2012 (Act)*, these Rules are taken to constitute the terms of a contract between the Association and its members.

1 Name

The name of the incorporated association is "Old Collegians' Club of the Methodist Ladies' College (Kew) Inc." and it shall be referred to in this Constitution as "**the Club**".

Note

Under section 23 of the Act, the name of the Club and its registration number must appear on all its business documents.

2 Purposes

The purposes of the Club are—

- (1) to maintain sentiments of affection for the Methodist Ladies' College (College), its vision and mission and to promote in all ways possible the welfare of the College and the community;
- (2) to foster and to keep alive College friendships;
- (3) to provide for social and cultural gatherings amongst Old Collegians;
- (4) to provide financial assistance to the College and other non-profit organisations; and
- (5) to operate as a non-profit organisation for the benefit of the Club's members and the College.

3 Financial year

The financial year of the Club is each period of 12 months ending on 31 December.

4 Definitions

In these Rules—

absolute majority means a majority of the Council Members currently holding office and entitled to vote at the time (as distinct from a majority of Council Members present at a Council meeting);

Associate Member means a member referred to in rule 8(3);

Branches of the Old Collegians' Club are informal friendship groups created by Old Collegians living outside metropolitan Melbourne, Victoria which uphold the purposes of the Club as specified under rule 2;

Chairperson, of a meeting means the person chairing the meeting as required under rules 20 and 45;

College means the Methodist Ladies' College of 207 Barkers Road, Kew, Victoria, 3101;

Council means the council having management of the Club;

Council Member means a Council Member elected under rule 36 and the Immediate Past President.

Executive Committee means the Executive Committee of the Council formed by the Officers of the Council.

financial year means the 12-month period specified in rule 3;

general meeting means a general meeting of the members of the Club and includes an annual general meeting, a special general meeting and a meeting convened under rule 14;

Immediate Past President means the person referred to in rule 29(e)(1)(e); **member**

means a member of the Club;

Officer of the Council means a Council Member elected to office under rule 37;

Old Collegian means a past student who has attended the College for a minimum of one (1) year between the years of prep to Year 12;

Ordinary Council meeting means a meeting of the Council held in accordance with these Rules;

Ordinary Council Member means a Council Member who is not an officer of the Council;

Principal means the Principal of the College;

special resolution means a resolution that requires not less than three-quarters of the members voting at a general meeting, whether in person or by proxy (if permitted by the Rules), to vote in favour of the resolution;

the Act means the *Associations Incorporation Reform Act 2012* and includes any regulations made under that Act;

the Club means the incorporated association that is the Old Collegians' Club of the Methodist Ladies' College (Kew) Inc.;

the Registrar means the Registrar of Incorporated Associations;

The Star means the regular publication produced by the Methodist Ladies' College for the Methodist Ladies' College community.

5 Ceasing membership

- (1) The membership of a person ceases on resignation, expulsion or death.
- (2) If a person ceases to be a member of the Club, as soon as practicable, the date the person ceases to be a member must be entered into the register of members.

6 Resigning as a member

Life Members and Associate Members may resign at any time by notice in writing to the Club.

Note

Rule 57 sets out how notice may be given to the Club.

7 Register of members

- (1) There shall be a register of members that includes—
 - (a) for each current member—
 - (i) the member's name;
 - (ii) the address (postal or email) for notice last given by the member;
 - (iii) the date of becoming a member;
 - (iv) if the member is an associate member, a note to that effect;
 - (v) any other information determined by the Council; and
 - (b) for each former member—
 - (i) the date of ceasing to be a member; and
 - (ii) any other information determined by the Council.
- (2) Any member may, at a reasonable time, request to inspect the register of members in accordance with rule 58.

Note

Under section 59 of the Act, access to the personal information of a person recorded in the register of members may be restricted in certain circumstances. Section 58 of the Act provides that it is an offence to make improper use of information about a person obtained from the Register of Members.

8 Membership

- (1) The categories of membership of the Club are:
 - (a) Life Members; and
 - (b) Associate Members.
- (2) Life Members are those past students of the College who were or are designated members of the Club by virtue of their having—
 - (a) paid or had paid on their behalf a life membership fee to the Club;
 - (b) received or having been entitled to receive a membership badge on leaving the College; and
 - (c) not advised that they do not wish to accept Membership.
- (3) Associate Members are former or current staff of the College who have been in the employ of the College for not less than ten years appointed at the discretion of the Council in recognition of their outstanding contribution to the College or the Club.
- (4) Associate Members are appointed for life and are not required to pay membership fees.
- (5) Life Membership fees and any other applicable membership fees shall be determined by the Council from time to time.

9 General Rights of Members

- (1) A member of the Club who is entitled to vote has the right—
 - (a) to receive notice of general meetings and of proposed special resolutions in the manner and time prescribed by these Rules; and
 - (b) to submit items of business for consideration at a general meeting; and
 - (c) to attend and be heard at general meetings; and
 - (d) to vote at a general meeting; and
 - (e) to have access to the minutes of general meetings and other documents of the Club as provided under these Rules; and
 - (f) to inspect the register of members in accordance with rule 58.

10 Patrons of the Club

- (1) The Council may, at its discretion, appoint up to two (2) Patrons of the Club.
- (2) Patrons of the Club—
 - (a) are former students of the College who have made an outstanding contribution to the College, the Club or to the community at large
 - (b) are appointed for a term of up to a maximum of five (5) years in the first instance;
 - (c) are expected to be present as a distinguished guest at the Club's major functions.
- (3) In appointing a Patron, the Council shall—
 - (a) consider the recommendations made by members of the Club for the appointment of a Patron and determine whether the recommended individual satisfies the Club's

guidelines and procedures for patron selection; and

- (b) with the consent of the nominated individual, Council shall bring the appointment of the prospective Patron approved by the Council as a matter for resolution by the Members at a general meeting.
- (4) The Council must conduct a review of the appointment of a Patron no later than six (6) months before the first term of a serving Patron is concluded. A Patron may be appointed for further five-year terms provided that a review confirms that the purposes of the Club and the values of the College will continue to be upheld by the extended appointment.

Note

Patrons are appointed to be a focal point for Old Collegians to remind Old Collegians of the continuity of the College's ethos and traditions. Patrons are welcome to attend Council meetings as an observer.

11 Fellows of the Club

- (1) The Council may, at its discretion, appoint as a Fellow of the Club, former Principals of the College who have made an outstanding contribution to the College.
- (2) Fellows of the Club are appointed for life.
- (3) In appointing a Fellow, the Council shall—
 - (a) consider the recommendations made by members of the Club for the appointment of a Fellow and approve the nomination if it deems the nomination appropriate; and
 - (b) with the consent of the nominated individual, Council shall bring the appointment of the prospective Fellow approved by the Council as a matter for resolution by the Members at a general meeting.

12 Relationship between the Club and the College

- (1) The Club recognises that whilst the Club is an incorporated body, the Club and the College work together as part of the College community.
- (2) The College provides administrative support to the Club.
- (3) The Club recognises and supports the vision and the mission in which the College operates.
- (4) The role of the Principal in relation to the Club, is honorary and ceremonial.
- (5) The Council may draw upon the advice of the Principal in matters related to the Council, and—
 - (a) at the invitation of the President, the Principal, or a delegate of the Principal, may attend meetings of the Council and the Club in the capacity of an advisor, without voting rights.
- (6) Communication between the Club and the College will be through the President and the Principal or their delegated representatives.

13 Disciplinary action

- (1) Subject to these Rules, the Council may, by resolution—
 - (a) suspend a member from membership of the Club for a specified period; or
 - (b) expel a member from the Club.

- (2) The Council may take disciplinary action against a member if the Council is of the opinion that the member—
 - (a) has refused or neglected to comply with these Rules;
 - (b) is guilty of conduct unbecoming of a member of the Club; or
 - (c) has engaged in conduct prejudicial to the interests of the Club.
- (3) A resolution of the Council under subrule (1) does not take effect unless—
 - (a) a meeting held in accordance with subrule (4) confirms the resolution; and
 - (b) if the member exercises their right of appeal under rule 14, the Club confirms the resolution in accordance with the procedure given in rule 14.
- (4) A meeting of the Council to confirm or revoke a resolution passed under subrule (1) must be held not earlier than fourteen (14) days, and not later than twenty-eight (28) days after the notice has been given to the member in accordance with subrule (5).
- (5) For the purposes of a meeting held under subrule (4), the Secretary must, as soon as practicable, give written notice to the member—
 - (a) stating the resolution of the Council; and
 - (b) stating the grounds on which the Council based the resolution; and
 - (c) stating that the member, or their representative, may address the Council at a meeting to be held not earlier than fourteen (14) days and not later than twenty-eight (28) days after the notice has been given to that member; and
 - (d) stating the date, place and time at which the Council intends to consider the meeting; and
 - (e) advising the member that the member may do one or both of the following—
 - (i) attend the meeting;
 - (ii) give a written statement to the Council before the date of that meeting seeking revocation of the resolution; and
 - (f) advising the member that in the event that the Council confirms the resolution in the meeting, the member may invoke their right of appeal under rule 14.
- (6) At a meeting of the Council to confirm or revoke a resolution passed under subrule (1), the Council must—
 - (a) give the member, or their representative, an opportunity to be heard; and
 - (b) give due consideration to any written statement submitted by the member; and
 - (c) determine by resolution whether to confirm or revoke the resolution.
- (7) If at the meeting of the Council, the Council confirms the resolution, the member may, not later than forty-eight (48) hours after that meeting, give the Secretary a notice to the effect that they wish to appeal to the Club in general meeting against the resolution.

14 Appeal rights

- (1) A person whose membership rights have been suspended or who has been expelled from the Club under rule 13 may give notice to the effect that they wish to appeal against the suspension or expulsion in general meeting of the Club.
- (2) The notice must be in writing and given to the Secretary not later than forty-eight (48) hours after the meeting.

- (3) If the Secretary receives a notice under this rule, they must notify the Council and the Council must convene a general meeting of the Club to be held within twenty-one (21) days after the date on which the Secretary received the notice.
- (4) At a general meeting of the Club convened under this rule—
 - (a) no business other than the question of the appeal may be conducted; and
 - (b) the Council may place before the meeting details of the grounds for the resolution and the reasons for the passing of the resolution;
 - (c) the person whose membership has been suspended or who has been expelled must be given an opportunity to be heard, either personally or through a representative; and
 - (d) the members present and entitled to vote at the meeting must vote by secret ballot on the question of whether the decision to suspend or expel the person should be upheld or revoked.
- (5) A member may not vote by proxy at the meeting.
- (6) The resolution is confirmed if, at the general meeting, not less than two-thirds of the members present vote in favour of the resolution. In any other case, the resolution is revoked.
- (7) The suspension of membership rights or the expulsion of a member under this rule takes effect immediately after the vote in favour of the resolution is passed.

15 Grievance procedure

- (1) The grievance procedure set out in this rule applies to disputes under this Constitution between—
 - (a) a member and another member;
 - (b) a member and the Council; and
 - (c) a member and the Club.
- (2) The parties to the dispute must meet and discuss the matter in dispute, and, if possible, resolve the dispute within fourteen (14) days after the dispute comes to the attention of all the parties.
- (3) If the parties to a dispute are unable to resolve the dispute between themselves within the given time, then the parties must, within ten (10) days—
 - (a) notify the Council of the dispute; and
 - (b) hold a meeting in the presence of a referee; and
 - (c) attempt in good faith to settle the dispute through the referee.
- (4) The referee must be—
 - (a) a person chosen by agreement by the parties; or
 - (b) in the absence of agreement—
 - (i) in the case of a dispute between a member and another member— the Council; or
 - (ii) in the case of a dispute between a member and the Club— an independent body.
 - (c) A member of the Club can be a referee, but in any case must not be a person who—
 - (i) has a personal interest in the dispute; or

- (ii) is biased in favour of or against any party.
- (5) The referee to the dispute, in conducting the meeting, must—
 - (a) give each party every opportunity to be heard; and
 - (b) allow due consideration by all parties of any written statement submitted by any party; and
 - (c) ensure that natural justice is accorded to the parties throughout the process.
- (6) The mediator must not determine the dispute.
- (7) If the mediation process does not resolve the dispute, the parties may seek to resolve the dispute in accordance with the Act or otherwise at law.

16 Annual general meetings

- (1) The Council must convene an annual general meeting of the Club to be held within five (5) months after the end of each financial year.
- (2) The Council may determine the date, time and place of the annual general meeting.
- (3) The ordinary business of the annual general meeting must include—
 - (a) confirmation of the minutes of the previous annual general meeting and of any special general meeting held since then;
 - (b) the receipt and consideration of—
 - (i) the annual report of the Council on the activities of the Club during the preceding financial year; and
 - (ii) the financial statements of the Club for the preceding financial year submitted by the Council in accordance with Part 7 of the Act; and
 - (c) the election of members to any vacant positions on the Council.
- (4) The annual general meeting may also conduct any other business of which notice has been given in accordance with these Rules.

17 Special general meetings

- (1) Any general meeting of the Club, other than an annual general meeting or a general meeting convened under rule 14, is a special general meeting.
- (2) The Council may convene a special general meeting whenever it thinks fit.
- (3) The Council must, upon request in writing of members representing not less than five (5) per cent of the total number of members, convene a special general meeting of the Club.
- (4) If, but for this rule, more than fifteen (15) months will elapse between annual general meetings, the Council must convene a special general meeting before the expiration of that period.
- (5) No business other than that set out in the notice under rule 18 may be conducted at the meeting.

Note

General business may be considered at the meeting if it is included as an item for consideration in the notice under rule 18 and the majority of members at the meeting agree.

18 Notice of general meetings

- (1) The Council must give to all current members of the Club at least thirty (30) days' notice of any general meeting by advertisement in—
 - (a) The Star magazine; or
 - (b) a daily newspaper circulating in Melbourne, Victoria; or
 - (c) in other ways that are likely to inform members of the meeting (e.g. via electronic means); or
 - (d) any combination of The Star magazine, a daily newspaper circulating in Melbourne, Victoria and in other ways that are likely to inform members of the meeting (e.g.: via electronic means).
- (2) The notice must—
 - (a) specify the date, time and place of the meeting; and
 - (b) indicate the general nature of each item of business to be considered at the meeting; and
 - (c) if a special resolution is to be proposed—
 - (i) state in full the proposed resolution; and
 - (ii) state the intention to propose the resolution as a special resolution; and
 - (d) comply with rule 19.
- (3) This rule does not apply to a general meeting convened under rule 14.

Note

Rules 14(1)-(2) set out the requirements for notice of a meeting convened under rule 14.

19 Proxies

- (1) A member may appoint another member as their proxy to vote and speak on the member's behalf at a general meeting other than at a meeting convened under rule 14.
- (2) The appointment of a proxy must be in writing in a form that clearly identifies the person appointed as the member's proxy and signed by the member making the appointment.
- (3) The member appointing the proxy may give specific directions as to how the proxy is to vote on their behalf, otherwise the proxy may vote on behalf of the member in any matter as they see fit.
- (4) Notice of a general meeting given to a member under rule 18 must—
 - (a) state that the member may appoint another member as a proxy for the meeting; and
 - (b) include a copy of any form that the Council has approved for the appointment of a proxy.
- (5) A form appointing a proxy must be given to the Secretary before or at the commencement of the meeting.
- (6) A form appointing a proxy sent by post or electronically is of no effect unless it is received by the Club no later than 24 hours before the commencement of the meeting.

20 Chairperson of general meetings

- (1) Subject to subrule (2), the President or, in the President's absence, the Vice-President is the Chairperson for any general meetings.

- (2) If the President and the Vice-President are both absent, or are unable to preside, the Chairperson of the meeting shall be a member elected by a majority of the other members present.

21 Quorum at general meetings

- (1) No business may be conducted at a general meeting unless a quorum of members is present physically or by proxy at the time when the meeting is considering that item.
- (2) Twenty (20) Life Members present physically or by proxy (including the President or Vice-President) shall constitute a quorum for the conduct of the business of a general meeting.

22 Adjournment of general meetings

- (1) The Chairperson of a general meeting at which a quorum is present may, with the consent of a majority of members present at the meeting, adjourn the meeting to another date, time and location.
 - (2) Without limiting subrule (1), a meeting may be adjourned—
 - (a) if there is insufficient time to deal with the business at hand; or
 - (b) to give the members more time to consider an item of business.
- Example**
The members may wish to have more time to examine the financial statements submitted by the Council at an annual general meeting.
- (3) No business may be conducted on the resumption of an adjourned meeting other than the business that remained unfinished when the meeting was adjourned.
 - (4) Notice of the adjournment of a meeting under this rule is not required unless the meeting is adjourned for fourteen (14) days or more, in which case notice of the meeting must be given in accordance with rule 18.

23 Voting at general meeting

- (1) The procedure for making a decision on a motion is as follows—
 - (a) a formal motion proposed by a member at a general meeting shall be decided on a show of hands;
 - (b) the Chairperson shall decide whether the motion is carried or lost; and
 - (c) the result shall be entered into the minutes of the meeting as evidence.
- (2) On any question arising at a general meeting—
 - (a) subject to subrule (3), each Life Member shall be entitled to one (1) vote only;
 - (b) members may vote personally or by proxy in accordance with rule 19; and
 - (c) except in the case of a special resolution, the question must be decided on a majority of votes.
- (3) If votes are divided equally on a question, the Chairperson of the meeting has a second or casting vote.
- (4) It will not be necessary to record the exact proportion of votes in favour of or against the motion, however if a member is not satisfied with the chairperson's declaration, a request for the actual count may be made immediately following the declaration.
- (5) If the question is whether or not to confirm the minutes of a previous meeting, only members who were present at that meeting may vote.

24 Special resolutions

A special resolution is passed if not less than three-quarters of the members voting at a general meeting in person (or by proxy, if permitted by the Rules) vote in favour of the resolution.

Note

In addition to certain matters specified in the Act, a special resolution is required—

- (a) to remove a Council Member from office; and
- (b) to alter these Rules, including changing the name or any of the purposes of the Club.

25 Determining whether resolution carried

(1) Subject to subrule (2), the Chairperson of a general meeting may, on the basis of a show of hands, declare that a resolution has been—

- (a) carried; or
- (b) carried unanimously; or
- (c) carried by a particular majority; or
- (d) lost—

and an entry to that effect in the minutes of the meeting is conclusive proof of that fact.

(2) If a poll (where votes are cast in writing) is demanded by three (3) or more members on any question—

- (a) the poll must be taken at the meeting in the manner determined by the Chairperson of the meeting; and
- (b) the Chairperson must declare the result of the resolution on the basis of the poll.

(3) A poll demanded on the election of the Chairperson or on a question of an adjournment must be taken immediately.

(4) A poll demanded on any other question must be taken before the close of the meeting at a time determined by the Chairperson.

26 Minutes of general meetings

(1) The Council must ensure that minutes are taken and kept of each general meeting.

(2) The minutes must record the business considered at the meeting, any resolution on which a vote is taken and the result of the vote.

(3) In addition, the minutes of each annual general meeting must include—

- (a) the names of the members attending the meeting;
- (b) proxy forms given to the Secretary under rule 19(5);
- (c) the financial statements submitted to the members in accordance with rule 54(2)(d);
- (d) the certificate signed by two Council Members certifying that the financial statements give a true and fair view of the financial position and performance of the Club in accordance with rule 54(2)(c); and
- (e) any audited accounts and auditor's report or report of a review accompanying the financial statements that are required under the Act.

27 Council of the Club

(1) The business of the Club shall be managed by the Council.

- (2) The Council may exercise all the powers of the Club except those powers that these Rules or the Act require to be exercised by general meetings of the members of the Club.
- (3) The powers and responsibilities of the Council include—
 - (a) determination of policy and procedures in carrying out the Club's objectives;
 - (b) future-planning;
 - (c) fundraising;
 - (d) promotion of good public relations and the maintaining of links with other community groups;
 - (e) establishment of branches of the Club in such other places under such terms and conditions as the Club sees fit;
 - (f) establishment of sub-committees with terms of reference it considers appropriate; and
 - (g) control of all financial arrangements and accounting procedures of the Club.

28 Composition of the Council

- (1) The Council shall consist of:
 - (a) the Immediate Past President;
 - (b) up to 14 Life Members elected to Council under rule 36.

29 Officers of the Council

- (1) The Officers of the Council are:
 - (a) President;
 - (b) Vice-President;
 - (c) Secretary;
 - (d) Treasurer; and
 - (e) Immediate Past President.
- (2) The Officers of the Council form the Executive Committee of the Council.
- (3) The functions of the Executive Committee shall be to exercise such powers and discretion as does not require consideration by the Council.
- (4) No business shall be conducted by the Executive Committee unless a quorum of members is present.
- (5) A quorum at any meeting of the Executive Committee shall be three (3) members, one of whom shall be the President or the Vice-President.
- (6) The Executive Committee may, from time to time, co-opt Council Members to work on specific projects.

30 General duties of Council Members

- (1) As soon as practicable after being elected or appointed to the Council, each Council Member must become familiar with these Rules, the Act and any current policies and procedural documentation adopted by the Council.
- (2) The Council is collectively responsible for ensuring that the Club complies with the Act and that individual members of the Council comply with these Rules.

- (3) Council Members must exercise their powers and discharge their duties with reasonable care and diligence.
- (4) Council Members must exercise their powers and discharge their duties—
 - (a) in good faith in the best interests of the Club; and
 - (b) for a proper purpose.
- (5) Council Members and former Council Members must not make improper use of—
 - (a) their position; or
 - (b) information acquired by virtue of holding their position—so as to gain an advantage for themselves or any other person or to cause detriment to the Club.

Note

See also Division 3 of Part 6 of the Act which sets out the general duties of the office holders of an incorporated association.

- (6) In addition to any duties imposed by these Rules, a Council member must perform any other duties imposed from time to time by resolution at a general meeting.

31 Secretary

- (1) The Secretary must perform any duty or function required under the Act to be performed by the secretary of an incorporated association.

Example

Under the Act, the secretary of an incorporated association is responsible for lodging documents of the association with the Registrar.

- (2) The Secretary must—
 - (a) keep custody of the common seal (if any) of the Club and, except for the financial records referred to in rule 53, all books, documents and securities of the Club in accordance with rules 53 and 58; and
 - (b) subject to the Act and these Rules, provide members with access to the register of members, the minutes of general meetings and other books and documents in accordance with rule 58; and
 - (c) perform any other duty or function imposed on the Secretary by these Rules.
- (3) The Secretary must give to the Registrar notice of their appointment within fourteen (14) days after the appointment.

Note

A Council Member may not hold the office of secretary if they do not reside in Australia.

32 Treasurer

- (1) The Treasurer (or their nominated representative) must—
 - (a) ensure that all moneys received are receipted, which may be a paid ticket to an event, and are paid into the account of the Club within five (5) working days after receipt;
 - (b) make any payments authorised by the Council or by a general meeting of the Club from the Club's funds;
 - (c) ensure that the operation of the financial account of the Club, and execution of all cheques, drafts, bills of exchange, promissory notes and other negotiable instruments for and on behalf of the Club are signed by two (2) Officers of the Council;

- (d) are signed by at least two (2) Council Members;
 - (e) present a financial statement at each meeting of the Council;
 - (f) coordinate the preparation of the financial statements of the Club and their certification by the Council prior to their submission to the annual general meeting of the Club; and
 - (g) ensure that the financial records of the Club are kept in accordance with the Act and reported in a timely manner to relevant authorities as directed by the Act.
- (2) The Treasurer must ensure that at least one other Council Member has access to the accounts and financial records of the Club.

33 Eligibility for appointment to the Council

A Life Member is eligible to be elected or appointed as a Council Member if the member is—

- (a) 17 years of age or over; and
- (b) entitled to vote at a general meeting.

34 Positions to be declared vacant

At each annual general meeting of the Club, after the annual report and the financial statements of the Club have been received, the Chairperson of the meeting must declare the number vacant of positions on the Council and hold elections for those positions in accordance with rules 35 to 38.

35 Nominations for the Council

- (1) Prior to the election of each position, the Chairperson of the meeting must call for nominations to fill that position.
- (2) An eligible member of the Club may—
 - (a) nominate themselves; or
 - (b) with the member's consent, be nominated by another member.
- (3) Nominations for any position referred to in the Constitution requiring election shall be signed by the proposer, seconder and the member so nominated and lodged with the Secretary at least fourteen (14) days prior to the general meeting at which the election is to be held.
- (4) A member who is nominated for a position and fails to be elected to that position may be nominated for any other position for which an election is yet to be held.

36 Election of Council Members

- (1) The annual general meeting must by resolution decide the number of Council Members it wishes to hold office for the next term of three (3) years and the number of immediate past students who must be included in that number.
- (2) A single election may be held to fill all of those positions.
- (3) If the number of members nominated is less than or equal to the number to be elected, the Chairperson of the meeting must declare each of those members to be elected to the position.
- (4) If the number of members nominated exceeds the number to be elected, a ballot must be held in accordance with rule 38.

37 Election of Officers of the Council

- (1) At the first meeting of the Council after the annual general meeting at which it was elected (which meeting may be held immediately after that annual general meeting) the Council shall elect from its number the officers of the Council.
- (2) Each officer shall be appointed for a term of one (1) year but shall be eligible for re-election.
- (3) Separate elections must be held for the position of President, Vice-President, Secretary and Treasurer.
- (4) The President and Vice President may be re-elected for a second consecutive one (1) year term.
- (5) At an annual general meeting held for the purposes of subrule (2), the retiring President becomes the Immediate Past President.
- (6) If there is only one member nominated for a position, the Chairperson of the meeting must declare the member elected to the position, subject to the limits to the terms of office under rule 39.
- (7) If more than one member is nominated for any position on the Council, a ballot must be held in accordance with rule 38 and rule 47(5).

38 Ballot

- (1) If a ballot is required for the election for a position, the Chairperson of the meeting must appoint a member to act as returning officer to conduct the ballot.
- (2) The returning officer must not be a member nominated for the position.
- (3) Before the ballot is taken, each candidate may make a short speech in support of their election.
- (4) The election must be by secret ballot.
- (5) The returning officer must give a blank piece of paper to—
 - (a) each member present in person; and
 - (b) each proxy appointed by a member.

Example

If a member has been appointed the proxy of five (5) other members, the member must be given six (6) ballot papers—one for the member and one each for the other members.

- (6) If the ballot is for a single position, the voter must write on the ballot paper the name of the candidate for whom they wish to vote.
- (7) If the ballot is for more than one position—
 - (a) the voter must write on the ballot paper the name of each candidate for whom they wish to vote; and
 - (b) the voter must not write the names of more candidates than the number to be elected.
- (8) Ballot papers that do not comply with subrule (7)(b) are not to be counted.
- (9) Each ballot paper on which the name of a candidate has been written counts as one vote for that candidate.
- (10) The returning officer must declare elected the candidate or, in the case of an election for more than one position, the candidates who received the most votes.

- (11) If the returning officer is unable to declare the result of an election under subrule (10) because two or more candidates received the same number of votes, the returning officer must—
- (a) conduct a further election for the position in accordance with subrules (4) to (10) to decide which of those candidates is to be elected; or
 - (b) with the agreement of those candidates, decide by lot which of them is to be elected.

Examples

The choice of candidate may be decided by the toss of a coin, drawing straws or drawing a name out of a hat.

39 Term of office

- (1) Subject to rule 40, a Council Member holds a term of office of three (3) years.
- (2) A Council Member may be re-elected, subject to the following limits to tenure—
 - (a) a Council Member must not be elected for more than two consecutive terms but—
 - (i) may be re-elected to Council after an absence of not less than 2 years;
 - (ii) any period served in filling a casual vacancy shall be disregarded in determining how many terms an Ordinary Council Member has served.

40 Cessation of office of a Council Member

- (1) A Council Member may resign from the Council by written notice addressed to the Secretary.
- (2) A Council Member ceases to be a Council Member if they—
 - (a) cease to be a Life Member of the Club; or
 - (b) resign from the Council by written notice addressed to the Secretary.
- (3) The Council may continue to act despite any vacancy in its membership.
- (4) A general meeting of the Club may—
 - (a) by special resolution remove a Council Member from office; and
 - (b) elect an eligible member of the Club to fill a vacant position created by operation of this rule or rule 39.
- (5) A member who is the subject of a proposed special resolution under subrule (4) may make representations in writing to the Secretary or President of the Club (not exceeding a reasonable length) and may request that the representations be provided to the members of the Club prior to the general meeting.
- (6) The Secretary or the President may give a copy of the representation to each member of the Club or, if they are not so given, the member who is subject of the special resolution under subrule (4)(a) may require that they be read out at the meeting at which the special resolution is to be proposed.

41 Filling casual vacancies

- (1) In the event of a vacation of office by an Officer of the Council, the Council may appoint a current Council Member to hold the vacant office until the following annual general meeting.

(2) In the event of a vacation of office by an Ordinary Council Member, the Council may appoint an eligible member of the Club to hold the position until the following annual general meeting.

(3) If the position of Secretary becomes vacant, the Council must appoint a member to the position within fourteen (14) days after the vacancy arises.

42 Council meetings

(1) The Council must meet at least three (3) times in each year at the dates, times and places determined by the Council.

(2) The date, time and place of the first Council meeting must be determined by the members of the Council as soon as practicable after the annual general meeting of the Club at which the members of the Council were elected.

(3) Special meetings of the Council may be convened by the President or by any four (4) members of the Council.

43 Notice of Council meetings

(1) Notice of each Council meeting must be given to each Council Member no later than seven (7) days before the date of the meeting.

(2) The notice must state the date, time and place of the meeting.

(3) If a special meeting of the Council is convened under rule 42(3), the notice must include the general nature of the business to be conducted.

(4) The only business that may be conducted at a Council meeting is the business for which the meeting is convened.

44 Urgent meetings

(1) In cases of urgency, a Council meeting can be held without notice being given provided that as much notice as practicable is given to each Council Member by the quickest means practicable.

(2) Any resolution made at the meeting must be passed by an absolute majority of the Council.

(3) The only business that may be conducted at an urgent meeting is the business for which the meeting is convened.

45 Chairperson of Council meetings

(1) Subject to subrule (2), the President or, in the President's absence, the Vice-President is the Chairperson for any Council meetings.

(2) If the President and the Vice-President are both absent, or are unable to preside, the Chairperson of the meeting shall be a Council Member elected by a majority of the other Council Members present.

46 Quorum for Council meetings

(1) No business may be conducted at a Council meeting unless a quorum is present.

(2) The quorum for a Council meeting is the presence of a majority of the Council Members, one of whom shall be the President or Vice-President.

47 Voting at Council meetings

(1) On any question arising at a Council meeting, each Council Member present at the meeting has one vote.

- (2) A motion is carried if a majority of Council Members present at the meeting vote in favour of the motion.
- (3) Subrule (2) does not apply to any motion or question that is required by these rules to be passed by an absolute majority of the Council.
- (4) If votes are divided equally on a question, the Chairperson of the meeting has a second or casting vote.
- (5) Voting by proxy is not permitted at Council meetings.

48 Conflict of interest

- (1) A Council Member who has a material personal interest in a matter being considered at a Council meeting must disclose the nature and extent of that interest to the Council as soon as the Council Member becomes aware of the interest.
- (2) A material personal interest—
 - (a) includes a direct pecuniary interest and indirect pecuniary interest; and
 - (b) does not apply to a material personal interest—
 - (i) that exists only because the member belongs to a class of persons for whose benefit the Club is established; or
 - (ii) that the member has in common with all, or a substantial proportion of, the members of the Club.
- (3) The Council Member who has a material personal interest—
 - (a) must not be present while the matter is being considered at the meeting; and
 - (b) must not vote on the matter.

Note

Under section 81(3) of the Act, if there are insufficient Council Members to form a quorum because a member who has a material personal interest is disqualified from voting on a matter, a general meeting may be called to deal with the matter.

- (4) Subject to prior disclosure of their interest, the Council Member may take part in deliberations in relation to the matter in which they have an interest.

49 Minutes of Council meetings

- (1) The Council must ensure that minutes are taken and kept of each Council meeting.
- (2) The minutes must record the following—
 - (a) the names of the Council Members in attendance at the meeting;
 - (b) the business considered at the meeting;
 - (c) any resolution on which a vote is taken and the result of the vote; and
 - (d) any material personal interest disclosed under rule 4848.

50 Leave of absence

- (1) The Council may grant a Council Member leave of absence from Council meetings for a period not exceeding three (3) months.
- (2) The Council must not grant leave of absence retrospectively unless it is satisfied that it was not feasible for the Council Member to seek the leave in advance.

51 Source of funds

- (1) The funds of the Club shall be derived from such membership fees, subscriptions, levies and fundraising as imposed or determined by the Council from time to time and from the College allocation.

52 Management of funds

- (1) All money received must be deposited in an account or accounts at a bank, building society, or credit union in the name of the Club or held by MLC on behalf of the Club.
 - 1.1 Payments from the account or accounts may be made according to the processes of the MLC Finance Department.
 - 1.2 All payments must be authorised by the Treasurer or, in her absence, the President or Secretary and by one other member of the Executive Committee,
 - 1.3 All funds of the Club must be deposited no later than five (5) working days after receipt
- (2) Subject to any restrictions imposed by a general meeting of the Club, the Council may approve expenditure on behalf of the Club.
- (3) The Council may authorise the Treasurer (or their nominated representative) to expend funds on behalf of the Club (including by electronic funds transfer) up to a specified limit without requiring approval from the Council for each item on which the funds are expended.
- (4) With the approval of the Council, the Treasurer may maintain a cash float provided that all money paid from or paid into the float is accurately recorded at the time of the transaction.
- (5) No Council Member shall receive any remuneration from the Club for any services performed for or on behalf of the Club other than reimbursement of reasonable out-of-pocket expenses incurred while acting under the authority of the Council.

53 Financial records

- (1) The Club must keep financial records that—
 - (a) correctly record and explain its transactions, financial position and performance; and
 - (b) enable financial statements to be prepared as required by the Act.
- (2) The Club must retain the financial records for seven (7) years after the transactions covered by the records are completed.
- (3) The Treasurer must keep in their custody, or under their control—
 - (a) the financial records for the current financial year; and
 - (b) any other financial records as authorised by the Council.

54 Financial statements

- (1) For each financial year, the Council must ensure that the requirements under the Act relating to the financial statements of the Club are met.
- (2) Without limiting subrule (1), those requirements include—
 - (a) the preparation of the financial statements;
 - (b) if required, the review or auditing of the financial statements;

- (c) the certification of the financial statements by the Council;
- (d) the submission of the financial statements to the annual general meeting of the Club;
- (e) the lodgement with the Registrar of the financial statements and accompanying reports, certificates, statements and fee.

55 Common seal

- (1) The Club may have a common seal.
- (2) If the Club has a common seal—
 - (a) the name of the Club must appear in legible characters on the common seal;
 - (b) the common seal shall not be affixed to any instrument by the authority of the Council and the affixing must be witnessed by the signatures of two (2) Council Members; and
 - (c) the common seal must be kept in the custody of an Officer of the Council nominated by the Council.

56 Registered address

The registered address of the Association is:

MLC Old Collegians'
Club 207 Barkers Road
Kew VIC 3101 Australia

57 Notice requirements

- (1) Any notice required to be given to a member or a Council Member under these Rules may be given—
 - (a) by handing the notice to the member personally; or
 - (b) by sending it by post to the member at the address recorded for the member on the register of members; or
 - (c) by email or facsimile transmission.
- (2) Subrule (1) does not apply to notice given under rule 44.
- (3) Any notice required to be given to the Club or the Council may be given—
 - (a) by handing the notice to a Council Member; or
 - (b) by sending the notice by post to the registered address; or
 - (c) by leaving the notice at the registered address; or
 - (d) if the Council determines that it is appropriate in the circumstances—
 - (i) by email to the email address of the Club or the Secretary; or
 - (ii) by facsimile transmission to the facsimile number of the Club.

58 Custody and inspection of books and records

- (1) Members may on request inspect—
 - (a) the register of members;
 - (b) the minutes of general meetings;
 - (c) subject to subrule (2), the financial records, books, securities and any other relevant document of the Club, including minutes of Council meetings.

- (2) The Council may refuse to permit a member to inspect records of the Club that relate to confidential, personal, employment, commercial or legal matters or where to do so may be prejudicial to the interests of the Club.
- (3) The Council must on request make copies of these rules available to members and applicants for membership free of charge.
- (4) Subject to subrule (2), a member may make a copy of any of the other records of the Club referred to in this rule and the Club may charge a reasonable fee for provision of a copy of such a record.
- (5) For purposes of this rule—

relevant documents means the records and other documents, however compiled, recorded or stored, that relate to the incorporation and management of the Club and includes the following—

- (a) its membership records;
- (b) its financial statements;
- (c) its financial records;
- (d) records and documents relating to transactions, dealings, business or property of the Club.

59 Winding up and cancellation

- (1) The Club may be wound up by special resolution.
- (2) In the event of the winding up or the cancellation of the incorporation of the Club, the surplus assets of the Club must not be distributed to any members or former members of the Club.
- (3) Subject to the Act and any court order made under section 133 of the Act, any and all surplus assets remaining after just debts and liabilities incurred by the Club have been met, shall be given to a body that has similar purposes to the Club and is not carried on for profit or gain of its individual members.

60 Alteration of Rules

- (1) This Constitution may only be altered by special resolution of a general meeting of the Club.
- (2) Without limit to the foregoing—
 - (a) In order for a special resolution to be passed, three-quarters of the Members of the Club present and eligible to vote must approve it at a general meeting. A minimum of thirty (30) days' notice of the general meeting must be given providing details of the special resolution to be proposed.
 - (b) The Secretary must, as soon as practicable, notify the Registrar of any alteration to this Constitution in the manner and within the timeframe prescribed by the Act.
 - (c) Members may not vote by proxy for a special resolution under this rule.