

THE LORETO NORMANHURST EX-STUDENTS ASSOCIATION

RULES OF ASSOCIATION

Accepted by the Association on 5th December 2010 at its Annual General Meeting

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1. NAME

The name of the incorporated association is **THE LORETO NORMANHURST EX-STUDENTS ASSOCIATION** referred to herein as “the Association”.

2 DEFINITIONS

“ADI accounts” means any account with an authorised deposit-taking institution (such as banks).

“Committee” means the general committee of the Association.

“Committee Members” means the Officer Bearers, the Nominees and the Ordinary Committee Members.

“General Meeting” means an Annual General Meeting or a Special General Meeting of Members convened in accordance with the Act and these Rules.

“IBVM” means the Institute of the Blessed Virgin Mary.

“Investment Income Account” means the account referred to in Rule 6.9(b).

“Life Membership Trust Fund” means the fund described in 8.1

“Loreto Federation” or “Federation” means the conference for Loreto Ex students, Australia wide, that focuses on current issues of social concern amongst the Loreto community.

“Member” means an Ex-Student who has paid a life membership fee.

“Month” means a calendar month.

“Nominees” means the nominee of the IBVM and also the nominee of the Principal of the School.

“Officer Bearers” means the President, Vice-President, Secretary and Treasurer of the Association.

“Ex-student” means any person who has attended the School, any other Loreto College or Convent.

“Operating Account” means the account referred to in Rule 6.9(a).

“Ordinary Committee Members” are members of the Committee that are not Office Bearers or Nominees.

“Register of Financial Members” means a database of members maintained on behalf of the Association by the School.

“School” means Loreto College Normanhurst.

“Special General Meeting” is a general meeting of Members other than the Annual General Meeting which has been called for a specific purpose.

“Special Resolution” means:

“A resolution passed at a duly convened General Meeting if:

- (i) at least twenty one days written notice specifying the intention to propose resolution or special resolution has been given to all Members; and
- (ii) is passed at a General Meeting by a majority of not less than three-quarters of such Members as being entitled to do so, vote in person or by proxy at that meeting.”

3. OBJECTS OF THE ASSOCIATION

3.1 The objects of the Association

The objects of the Association are:

- i. to encourage a Loreto spirit amongst members and to bring members into contact with one another, students and teachers of the School and the IBVM;
- ii. to assist the achievement of any common aims and goals which the Association shares with the School, the IBVM, Mary Ward International or any other IBVM body;
- iii. to work for the advancement of higher education among women and their increased participation in the life of the Church and the Community;
- iv. to provide bursaries for boarding and day scholars of the School;
- v. to raise funds and subscribe to any local or other charities and such causes as shall, from time to time, be agreed upon by the Committee;
- vi. to acknowledge the contribution of the IBVM; and
- vii. to promote and encourage participation, attendance and involvement by members in Loreto Federation.

3.2 *Non Profit Clause*

The assets and income of the Association shall be applied solely in furtherance of its objects. No portion shall be distributed, directed or indirectly to the members of the Association except as proper reasonable compensation for services rendered to, or expenses incurred, on behalf of, or whilst representing the Association.

4 **MEMBERSHIP**

4.1 *Eligibility*

- (a) Any Ex-student of the School or any Loreto School wherever situate shall be eligible to seek membership of the Association. Ex students only become Members once they have paid a life membership fee.
- (b) Members of the IBVM shall be eligible to become honorary members of the Association.

| 4.2 *Life Membership Fees*

- (a) Any Ex-student may become a Member by paying the life membership fee. The membership fees for life membership shall be such amount as may be agreed upon by the Members from time to time in a General Meeting.
- (b) Honorary members of the Association are not required to pay any Annual or Life Membership Fees.

4.2 *Expulsion of a Member*

- (a) Subject to giving a Member an opportunity to be heard or to make a written submission, the Committee may resolve to expel a Member upon a charge of misconduct detrimental to the interests of the Association.
- (b) Particulars of a charge shall be communicated to the Member at least one month before the meeting of the Committee at which the matter will be determined.
- (c) The determination of the Committee shall be communicated to the Member, and in the event of an adverse determination the member shall, subject to 4.3(d) cease to be a Member fourteen days after the Committee has communicated its determination to the Member.
- (d) It shall be open to a Member to appeal to the Association in general meeting against the expulsion. The intention to appeal should be communicated to the Secretary or Public Officer of the Association

within fourteen days after the determination of the Committee has been communicated to any Member.

- (e) In the event of an appeal under 4.3(d) above the appellant's membership of the Association shall not be terminated unless the determination of the Committee to expel the Member is upheld by the Members in general meeting after the appellant has been heard by the Members and in such event membership will be terminated at the date of the general meeting at which determination of the Committee is upheld.

4.3 *Details of Members*

The School, on behalf of the Association, maintains the Register of Members. It is the Member's responsibility to inform the School of any change to the Member's personal details including change of name or address.

5. **POWERS OF THE ASSOCIATION**

For the purpose of carrying out its objects the Association may, subject to these Rules:

- (a) acquire, hold, administer, deal with, and dispose of, any real or personal property;
- (b) act as, and exercise all necessary powers of a trustee of any real or personal property, or any interest in real property or personal property;
- (c) open and operate ADI accounts including but not limited to the Operating Account and the Investment Income Account
- (d) invest its monies in:
 - (i) any security in which trust monies may by Act of Parliament, be invested; or
 - (ii) any other manner authorised by the Rules of the Association including but not limited to the Investment Fund; and
- (e) appoint agents to transact any business of the Association on its behalf;
- (f) enter into any other contract it considers necessary or desirable, and
- (g) do all such things as may be necessary for the achievement of its objects, including all things indicated to those objects..

6 THE COMMITTEE

6.1 Powers and duties

- (a) The affairs of the Association shall be managed and controlled by the Committee;
- (b) The Committee may do all things as are necessary, or incidental, to achieve the objects of the Association except any thing which the Rules require to be done by the Association in general meeting.
- (c) For the avoidance of doubt, the Committee in the management of the affairs of the Association, the Committee has the power to:
 - 1. Invest the funds of the Association, and
 - 2. Spend the funds, whether capital or interest, of the Association in any way which promotes the interests of the Association.

6.2 Appointment

- (a) The Committee shall be comprised of a:
 - (i) President;
 - (ii) Vice President;
 - (iii) Secretary;
 - (iv) Treasurer; and
 - (v) not more than 20 or 30 Ordinary Committee Members,and each member of the Committee shall have one vote except as provided for in Rule 6,4(b).
- (b) A Committee Member shall be a Member.
- (c) The Ordinary Committee Members shall be elected at the Annual General Meeting of the Association and shall hold office until the election of the Committee at the next Annual General Meeting. A retiring Ordinary Committee Member shall be eligible to stand for re-election without nomination.
- (d) The Office Bearers shall hold office for two years and shall not on the expiration of that term be then eligible for re-election save and except that:
 - (i) the President can be re-elected for a second term provided that she receives 75% of the votes of Members present at the Annual General Meeting; and

- (ii) that all other Office Bearers may be re-elected on a majority vote of the Members present at the Annual General Meeting.
- (e) A Nominee shall be nominated for whatever period their nominating body or person deems appropriate.
- (f) The Committee may appoint a Member to fill a casual vacancy of any of the annual Office Bearer or Ordinary Committee Member positions and such persons shall hold office until the next Annual General Meeting of the Association and shall be eligible for election to the Committee.
- (g) The President may, from time to time, request the services of any person to assist on the Committee, however such person shall not have voting rights until election by an Annual General Election.
- (h) The President shall request the Principal to nominate a non-voting representative to attend meetings of the Committee.

6.3 *Sub Committees*

- (a) The Committee may form a sub-Committee for a specific purpose. The members of a sub-Committee shall be appointed by the Committee and it is not necessary for members of a sub-Committee to be Members.
- (b) The Chairperson of every sub-committee must report all proceedings of the subcommittee to the Committee at such times as the Committee deems fit.

6.4 *Proceedings of Committee*

- (a) The Committee shall meet once every three months unless the Committee shall otherwise determine and at such time and place as it shall determine.
- (b) Questions arising at any meeting of the Committee shall be decided by a majority of votes and in the event of equality of votes the chairperson shall have a casting vote in addition to a deliberative vote.
- (c) A quorum for a meeting of the Committee shall be five members of the Committee.
- (d) A special meeting of the Committee may be called by the Secretary at any time either at her own instance, or on the request of the President, or the written request of any two Members of the Committee.
- (e) A member of the Committee having a direct or indirect pecuniary interest in a contract or proposed contract with the Association must disclose the nature and extent of that interest to the Committee as required by the Act and shall not vote with respect to that contract or

proposed contract. The member of the Committee must disclose the nature and extent of his or her interest in the contract at the next Annual General Meeting of the Association.

6.5 *Minutes*

- (a) Proper minutes of all proceedings including General Meetings of the Association and of meetings of the Committee, shall be kept in minute books.
- (b) The minutes kept pursuant to this rule must be confirmed by the Members in general meeting or the members of the Committee (as relevant) at the next meeting.
- (c) The minutes kept pursuant to this Rule should be signed by the chairperson at the meeting at which the proceedings took place or by the chairperson of the next meeting at which the minutes are confirmed.

6.6 *President*

- (a) The President shall preside over all General meetings and Committee meetings. The President shall be an ex-officio member of any sub-Committees formed by the Committee.
- (b) In the absence of the President and the Vice-President at a General Meeting or a meeting of the Committee the Members present shall elect a person to preside over the meeting who shall be the Chairperson for the meeting.

6.7 *Vice President*

- (a) The Vice President shall preside, in the absence of the President, over all General meetings and all Committee meetings. and the Investment Policy in Annexure "A" to these Rules.
- (b) The Vice President shall report to the Committee at the last committee meeting held prior to the Annual General Meeting.

6.8 *Secretary*

The Secretary shall:

- (a) conduct and receive correspondence and the business of the Association;
- (b) prepare agendas and give notices of meetings and special meetings as required by these rules;

- (c) keep a correct record of the proceedings of all meetings of the Association and the Committee and the attendances of members at Committee meetings;
- (d) shall be appointed the Public Officer of the Association and shall ensure that all documents and records of the Association are kept safe and except the Financial Records which shall be retained by the Treasurer.

6.9 *Treasurer*

- (a) The Treasurer shall deposit into the Life Membership Trust Fund or other ADI account in the name of the Association with such bank as the Committee may direct, all monies received by her from subscriptions including life memberships, activities of the Association and fund raising of the Association and such account shall be known as the Operating Account.
- (b) The Treasurer shall deposit into an ADI account in the name of the Association with such bank as the Committee may direct, all monies received by her as income generated from the Life Membership Trust Fund.
- (c) The Operating Account and the Life Membership Trust shall not be drawn upon except by cheque duly signed by two Office Bearers or such other method as may be approved by Special Resolution.
- (d) The Treasurer shall in conjunction with the School keep a register of Members showing:
 - (i) Members who have paid life membership fees; and
 - (ii) Committee members.
- (e) The Treasurer shall keep such other books of account as shall be necessary.

7 OPERATING ACCOUNT

7.1 *Spending of money in Operating Account*

The Committee may spend the money in the Operating Account on:

- (a) the running costs of the Association and any projects aimed at the continuing development of the Association in accordance with its objects; and
- (b) any other purpose that the Committee deems consistent with the objects of the Association.

8. LIFE MEMBERSHIP TRUST FUND

8.1 *Life Membership Trust Fund*

The Life Membership Trust Fund is made up of the Initial Capital and such amounts the Committee or Members decide to contribute from the Operating Account from time to time.

8.2 *Finance Sub-Committee*

The Finance Sub-Committee must have at least 2 members and no more than 3 members and those members must appoint a chair who is a Committee Member and must report at least quarterly to the Committee.

8.3 *Income generated from Life Membership Trust Fund*

- (a) The Committee has the power to spend the income generated from the Life Membership Trust Fund on such matters specified in this sub-Rule provided the procedure outlined in this Rule 8.3 is followed.

Any income generated by the Life Membership Trust Fund is to be deposited into the investment Income Account. (see above – 6.9 b)

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- (b) The Committee may spend the income generated from the Life Membership Trust Fund on:
- (i) projects that promote issues of social concern including but not limited to the work of Mary Ward International (or such other equivalent body set up by the IBVM);
 - (ii) bursaries for day or boarding students of the School; and
 - (iii) such things as the Committee deems fit being consistent with the objects of the Association.
- (c) The procedure the Committee must follow when spending the income generated from the Life Membership Trust Fund is:
- (i) the Committee must call for submissions from interested persons on or before 30 June each year; and
 - (ii) the Committee must consider each of the submissions at the next Committee meeting following receipt of such submissions,

provided that the Committee is not obliged to spend all of the income generated from the Life Membership Trust Fund at that meeting,

- (d) The Committee is not required to spend all of the income generated from the Life Membership Trust Fund during any calendar year. The Committee may determine, if it sees fit, to invest any surplus income generated from the Life Membership Trust Fund back into the Life Membership Trust Fund. In addition, at any time, the Finance sub-committee may request that the Committee re-invest any or all of the surplus income. The Committee must consider such a request at its next Committee meeting following receipt of such a request.

10 FINANCIAL REPORTING

10.1 Financial Year

The financial year of the Association shall close on the 30th day of September of each year.

10.2 Accounts to be kept

The Association shall keep and retain such accounting records as are necessary to correctly record and explain the financial transactions and financial position of the Association.

10.3 Accounts and reports to be laid before members

The accounts together with the Auditor's Report on the accounts, the Treasurer's Statement and the Treasurer's Report shall be laid before members at the Annual General Meeting.

10.4 Appointment of Auditor

- (a) At each Annual General Meeting the members shall appoint a person to be auditor of the Association.
- (b) The auditor shall hold office until the next Annual General Meeting and is eligible for re-appointment.
- (c) If an appointment is not made at an Annual General Meeting the Committee shall appoint an auditor for the current financial year.

11 ANNUAL GENERAL MEETING

11.1 Holding Annual General Meetings

- (a) The Committee must call at least one general meeting of Members, in accordance with the Act and these Rules, each calendar year which shall be known as the Annual General Meeting.
- (b) The Annual General Meeting shall be held within three months after the end of the Association's financial year.

11.2 *Business of an Annual General Meeting*

The order of the business at the Annual General Meeting shall be:-

- (a) confirmation of the minutes of the previous Annual General Meeting and of any Special General Meeting held since that meeting;
- (b) the President's Report which must include details of the Committee's activities and how the income from the Investment Fund was allocated during the previous calendar year;
- (c) the Treasurer's Report considering the accounts of the Association;
- (d) the Auditor's Report (if auditor's report is required);
- (e) the Finance Sub-Committee Report on the financial performance of the Investment Fund over the past financial year of the Association;
- (f) the Federation Liaison Officer report on Federation and the promotion of Federation amongst Members;
- (g) the election of Committee members;
- (h) the appointment of auditors; and
- (i) any other business requiring consideration by the Association in general meeting.

12 **SPECIAL GENERAL MEETINGS**

12.1 *Committee called Special General Meetings*

The Committee may call a Special General Meeting of the Association at any time.

12.2 *Member called Special General Meetings*

- (a) Upon a requisition in writing of not less than ten members, the Committee shall within one month of the receipt of the requisition, convene a Special General Meeting for the purpose specified in the requisition.
- (b) Every requisition for a Special General Meeting shall be signed by the relevant members and shall state the purpose of the meeting.
- (c) If a Special General Meeting does not convene within one month, as required by Rule 12 hereof, those requisitioning the meeting, or at least 50% of their number may convene a special general meeting. Such a meeting shall be convened in the same manner as nearly as practicable as a meeting convened by the Committee and for this

purpose the Committee shall ensure that those requisitioning the meeting are supplied free of charge with particulars of the members entitled to receive a notice of meeting. The reasonable expenses of convening and conducting such a meeting shall be borne by the Association.

12.3 *Business of Special General Meetings*

It shall not be competent for any Special General Meeting to entertain or transact any business except such as shall be specified in the notice of the meeting.

13 NOTICE OF GENERAL MEETINGS

- (a) Subject to Rule 13(b) at least fourteen days notice of any General Meeting shall be given to Members. The notice is to set out where and when the meeting is to be held, and particulars of the nature and order of the business to be transacted at the meeting.
- (b) Notice of a General Meeting at which a Special Resolution is to be proposed shall be given at least twenty-one days prior to the date of the meeting.
- (c) A notice may be given by the Association to any member by serving the person:-
 - (i) with a notice personally; or
 - (ii) by sending it by post to the address appearing in the Register of Members; or
 - (iii) by email transmission to the Member's email address; or
 - (iv) by notice in the publication "Loreto Life"; or
 - (v) by notice on the website operated by the School, or
 - (vi) notice by post or "Loreto Life" will be taken to have been effected on the second clear business day after the letter or packet was posted.
- (d) Notice by email will be taken to have been effected by proof of receipt of transmission which is when the recipient sends a receipt of the transmission. If that receipt is sent after 5:00pm on any business day it is deemed not to have been received until 9:00am on the following business day.

14 PROCEEDINGS AT GENERAL MEETINGS

- (a) Ten members, present personally, shall constitute a quorum for the transaction of business at any General Meeting.

- (b) If within thirty minutes after the time appointed for the General Meeting a quorum of Members is not present, the meeting convened upon the requisition of members shall lapse. In any other case, the meeting shall stand adjourned to the same day in the next week at the same time and place and, if at such adjourned meeting a quorum is not present within thirty minutes of the time appointed for the meeting, the Members present shall form a quorum.
- (c) Subject to Rule 14(d) the President shall preside as chairperson at a General Meeting of the Association.
- (d) If the President is not present within five minutes after the time appointed for holding the General Meeting, or she is present but declines to take or retires from the chair, the members may choose a Committee member or one of their own number to be the chairperson of that meeting.

15. VOTING AT GENERAL MEETINGS

- (a) Subject to these Rules every Member has only one vote at a meeting of the Association.
- (b) Subject to these Rules a question for decision at a General Meeting, other than a special resolution, must be determined by a majority of members who vote in person at that meeting.
- (c) Unless a poll is demanded by at least five Members a question for decision at a General Meeting must be determined by a show of hands.
- (d) At any General Meeting each member personally present shall be entitled to one vote and, in the case of equality, the President or other Member presiding shall have a second or casting vote. The Honorary Members are entitled to vote at any General Meeting.

16 ALTERATION OF THESE RULES

These Rules may only be repealed or altered by Special Resolution.

17 FEDERATION

- (a) The Committee shall appoint a delegate to attend on behalf of the Association at the biennial meeting of the Loreto Federation of Australia.
- (b) The Committee shall encourage an additional 3 members of the Committee and 4 Members to attend Federation. The Committee shall endeavour to support these Members through reimbursement of their reasonable expenses from the Operating Account and, if required, from the income generated from the Investment Fund.

- (c) The Committee shall require one of the Members who attends Federation with the support of the Committee to be the Federation Liaison Officer for the 2 years following the Federation that the Member attends. The Federation Liaison Officer's role is to work with the Committee to promote and encourage attendance at Federation amongst Members and to report on such promotions and Federation at the Annual General Meeting.

18 WINDING UP

If after the winding up of the Association there remains surplus assets as defined in the Act, such surplus assets shall be distributed to the School.

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