

# **The Old Trinitarians' Union of New South Wales Inc**

## **Constitution**



580 George Street  
SYDNEY NSW 2000

02 9267 9800  
[www.emilford.com.au](http://www.emilford.com.au)

# Contents

<b>Part 1 - Objects</b> .....	4
1. <b>Objects</b> .....	4
<b>Part 2 - Membership</b> .....	5
2. <b>Membership Generally</b> .....	5
3. <b>Life Membership</b> .....	5
4. <b>Cessation of Membership</b> .....	6
5. <b>Membership Entitlements Not Transferable</b> .....	6
6. <b>Resignation of Membership</b> .....	6
7. <b>Register of Members</b> .....	6
8. <b>Levy of Call or Charge</b> .....	7
9. <b>Members' Liabilities</b> .....	7
10. <b>Resolution of Disputes</b> .....	7
11. <b>Disciplining of Members</b> .....	7
12. <b>Right of Appeal of Disciplined Member</b> .....	8
<b>Part 3 - The committee</b> .....	9
13. <b>Powers of the Committee</b> .....	9
14. <b>Composition and Membership of Committee</b> .....	9
15. <b>Election of Office-Bearers and ordinary committee members</b> .....	9
16. <b>Secretary</b> .....	10
17. <b>Treasurer</b> .....	10
18. <b>Casual Vacancies</b> .....	10
19. <b>Removal of Committee Members</b> .....	11
20. <b>Committee Meetings and Quorum</b> .....	11
21. <b>Delegation by Committee to Sub-Committee</b> .....	12
22. <b>Voting and Decisions</b> .....	12
<b>Part 4 - General meetings</b> .....	14
23. <b>Annual General Meetings - Holding Of</b> .....	14
24. <b>Annual General Meetings - Calling Of and Business At</b> .....	14
25. <b>Special General Meetings - Calling Of</b> .....	14
26. <b>Notice</b> .....	15
27. <b>Quorum for General Meetings</b> .....	15
28. <b>Presiding Member</b> .....	16
29. <b>Adjournment</b> .....	16
30. <b>Making of Decisions</b> .....	16
31. <b>Special Resolutions</b> .....	16
32. <b>Voting</b> .....	16

<b>33. Proxy Votes Not Permitted</b> .....	17
<b>34. Postal Ballots</b> .....	17
<b>Part 5 - Miscellaneous</b> .....	18
<b>35. Insurance</b> .....	18
<b>36. Funds - Source</b> .....	18
<b>37. Funds - Management</b> .....	18
<b>38. Change of Name, Objects and Constitution</b> .....	18
<b>39. Custody of Books etc</b> .....	19
<b>40. Inspection of Books etc</b> .....	19
<b>41. Service of Notices</b> .....	19
<b>42. Financial Year</b> .....	20
<b>43. Union Representatives on School Council</b> .....	20
<b>44. Patrons</b> .....	20
<b>45. Honorary Solicitor</b> .....	21
<b>46. Definitions</b> .....	21
<b>Appendix 1</b> .....	22

## **Part 1 - Objects**

### **1. Objects**

The objects of the Union are:

- (a) to further the interests and ideals of the School;
- (b) to further the connection between Old Boys of the School and the interest of Old Boys in the School;
- (c) to further the spiritual, moral, social and intellectual welfare of its members; and
- (d) to support such charitable institutions and objects from time to time and in such manner as it may in its absolute discretion think fit.

## **Part 2 - Membership**

### **2. Membership Generally**

- (1) A person is eligible to be a member of the Union if the person:
  - (a) is a boy who attended the School, completed his secondary education and attained 16 years of age, or
  - (b) was or is a member of the School teaching staff.
- (2) A person is taken to be a member of the Union if the person was a member of the unincorporated body known as The Old Trinitarians' Union of New South Wales immediately before the registration of the Union.
- (3) The Head Master of the School is an honorary member of the Union.
- (4) Boys eligible for membership under subclause (1) (a) become members of the Union upon payment to the Union of the Life Membership Subscription.
- (5) If a Life Membership Subscription is paid by or on behalf of a boy before he is eligible for membership, he only becomes a member when he is eligible for membership.
- (6) When a boy's secondary education finishes at the end of Years 10 or 12, he is eligible for membership on 1st January following that year.
- (7) An application by other persons eligible for membership must be lodged with the secretary of the Union and must be:
  - (a) in writing in a form approved by the committee; and
  - (b) accompanied by the Life Membership Subscription.
- (8) As soon as practicable after receiving an application for membership, the secretary must refer the application to the committee which is to determine whether to approve or to reject the application.
- (9) As soon as practicable after the committee makes that determination, the secretary must:
  - (a) notify the nominee, in writing, that the committee approved or rejected the application (whichever is applicable), and
  - (b) if the committee rejected the application, return the Life Membership Subscription to the applicant.
- (10) The secretary must enter or cause to be entered the name of a new member in the register of members and, on the name being so entered, the applicant becomes a member of the Union.

### **3. Life Membership**

- (1) Membership of the Union is by Life Membership only. The subscription is \$225.00 or such other amount determined pursuant to subclause (2).
- (2) Any General Meeting of the Union may alter the Life Membership Subscription as provided in clause 6 provided notice is given at the time of giving notice to the meeting.

#### **4. Cessation of Membership**

A person ceases to be a member of the Union if the person:

- (e) dies, or
- (f) resigns membership, or
- (g) is expelled from the Union.

#### **5. Membership Entitlements Not Transferable**

A right, privilege or obligation which a person has by reason of being a member of the Union:

- (a) is not capable of being transferred or transmitted to another person, and
- (b) terminates on cessation of the person's membership.

#### **6. Resignation of Membership**

- (1) A member of the Union may resign from membership of the Union by first giving to the secretary written notice of at least one month (or such other period as the committee may determine) of the member's intention to resign and, on the expiration of the period of notice, the member ceases to be a member.
- (2) If a member of the Union ceases to be a member under subclause (1), and in every other case where a member ceases to hold membership, the secretary must make an appropriate entry in the register of members recording the date on which the member ceased to be a member.

#### **7. Register of Members**

- (1) The public officer of the Union must establish and maintain a register of members of the Union specifying the name and postal or residential address of each person who is a member of the Union together with the date on which the person became a member.
- (2) The register of members must be kept in New South Wales:
  - (a) at the main premises of the Union, or
  - (b) if the Union has no premises, at the School.
- (3) The register of members must be open for inspection, free of charge, by any member of the Union at any reasonable hour.
- (4) A member of the Union may obtain a copy of any part of the register on payment of a fee of not more than \$1 for each page copied.
- (5) If a member requests that any information contained on the register about the member (other than the member's name) not be available for inspection, that information must not be made available for inspection.
- (6) A member must not use information about a person obtained from the register to contact or send material to the person, other than for:

- (a) the purposes of sending the person a newsletter, a notice in respect of a meeting or other event relating to the Union or the School or other material relating to the Union or the School, or
- (b) any other purpose necessary to comply with a requirement of the Act or the Regulation.

## **8. Levy of Call or Charge**

On a recommendation from the committee referred to in the notice convening the meeting, the members at the annual general meeting or at a special general meeting may (but not more than once in each financial year of the Union) levy a call or charge on members the amount of which applicable to a member is to be determined by the general meeting provided that it must not exceed the amount of the Life Membership Subscription for the time being per person for each call for any member.

## **9. Members' Liabilities**

The liability of a member of the Union to contribute towards the payment of the debts and liabilities of the Union or the costs, charges and expenses of the winding up of the Union is limited to the amount, if any, unpaid by the member in respect of the Life Membership Subscription.

## **10. Resolution of Disputes**

- (1) A dispute between a member and another member (in their capacity as members) of the Union, or a dispute between a member or members and the Union, are to be referred to a community justice centre for mediation under the *Community Justice Centres Act 1983*.
- (2) If a dispute is not resolved by mediation within 3 months of the referral to a community justice centre, the dispute is to be referred to arbitration.
- (3) The *Commercial Arbitration Act 1984* applies to any such dispute referred to arbitration.

## **11. Disciplining of Members**

- (1) A complaint may be made to the committee by any person that a member of the Union:
  - (a) has refused or neglected to comply with a provision or provisions of this constitution, or
  - (b) has wilfully acted in a manner prejudicial to the interests of the Union or the School.
- (2) The committee may refuse to deal with a complaint if it considers the complaint to be trivial or vexatious in nature.
- (3) If the committee decides to deal with the complaint, the committee:
  - (a) must cause notice of the complaint to be served on the member concerned, and

- (b) must give the member at least 14 days from the time the notice is served within which to make submissions to the committee in connection with the complaint, and
  - (c) must take into consideration any submissions made by the member in connection with the complaint.
- (4) The committee may, by resolution, expel the member from the Union or suspend the member from membership of the Union if, after considering the complaint and any submissions made in connection with the complaint, it is satisfied that the facts alleged in the complaint have been proved and the expulsion or suspension is warranted in the circumstances.
  - (5) If the committee expels or suspends a member, the secretary must, within 7 days after the action is taken, cause written notice to be given to the member of the action taken, of the reasons given by the committee for having taken that action and of the member's right of appeal under clause 12.
  - (6) The expulsion or suspension does not take effect:
    - (a) until the expiration of the period within which the member is entitled to appeal against the resolution concerned, or
    - (b) if within that period the member exercises the right of appeal, unless and until the Union confirms the resolution under clause 12, whichever is the later.

## **12. Right of Appeal of Disciplined Member**

- (1) A member may appeal to the Union in general meeting against a resolution of the committee under clause 11, within 7 days after notice of the resolution is served on the member, by lodging with the secretary a notice to that effect.
- (2) The notice may, but need not, be accompanied by a statement of the grounds on which the member intends to rely for the purposes of the appeal.
- (3) On receipt of a notice from a member under subclause (1), the secretary must notify the committee which is to convene a general meeting of the Union to be held within 28 days after the date on which the secretary received the notice.
- (4) At a general meeting of the Union convened under subclause (3):
  - (a) no business other than the question of the appeal is to be transacted, and
  - (b) the committee and the member must be given the opportunity to state their respective cases orally or in writing, or both, and
  - (c) the members present are to vote by secret ballot on the question of whether the resolution should be confirmed or revoked.
- (5) The appeal is to be determined by a simple majority of votes cast by members of the Union.



## **Part 3 - The committee**

### **13. Powers of the Committee**

- (1) Subject to the Act, the Regulation and this constitution and to any resolution passed by the Union in general meeting, the committee:
  - (a) is to control and manage the affairs of the Union, and
  - (b) may exercise all such functions as may be exercised by the Union, other than those functions that are required by this constitution to be exercised by a general meeting of members of the Union, and
  - (c) has power to perform all such acts and do all such things as appear to the committee to be necessary or desirable for the proper management of the affairs of the Union.
- (2) The committee does not have power to cause the Union to borrow money.

### **14. Composition and Membership of Committee**

- (1) The committee is to consist of:
  - (a) the office-bearers of the Union, each of whom is to be elected at the annual general meeting of the Union under clause 15, and
  - (b) up to ten ordinary committee members, each of whom is to be elected at the annual general meeting of the Union under clause 15, and
  - (c) The Old Trinitarians' Representatives on the Council of the School as ex officio members.
- (2) The office-bearers of the Union are as follows:
  - (a) the president,
  - (b) the senior vice-president,
  - (c) two vice-presidents,
  - (d) the treasurer,
  - (e) the secretary,
  - (f) the recorder.
- (3) Each member of the committee is, subject to this constitution, to hold office until the conclusion of the annual general meeting following the date of the member's election, but is eligible for re-election.

### **15. Election of Office-Bearers and ordinary committee members**

- (1) Nominations of candidates for election as office-bearers and ordinary committee members of the Union may be made in writing, signed by two members of the Union and accompanied by the written consent of the candidate (which may be endorsed on the form of the nomination) or may be made orally at the annual general meeting by two members of the Union present at the meeting.

- (2) If a nomination is not received to fill a position, the position is taken to be a casual vacancy.
- (3) If only one nomination is received for a position, the person nominated is taken to be elected.
- (4) If the number of nominations received for a position is more than one, a ballot is to be held.
- (5) The ballot for the election of office-bearers and ordinary committee members is to be conducted at the annual general meeting in such usual and proper manner as the committee may direct.
- (6) A person nominated as a candidate for election as an office-bearer or as an ordinary committee member of the Union must be a member of the Union.

#### **16. Secretary**

- (1) The secretary of the Union must, as soon as practicable after being appointed as secretary, lodge notice with the Union of his address.
- (2) It is the duty of the secretary to keep minutes of:
  - (a) all appointments of office-bearers and members of the committee, and
  - (b) the names of members of the committee present at a committee meeting or a general meeting, and
  - (c) all proceedings at committee meetings and general meetings.
- (3) Minutes of proceedings at a meeting must be signed by the chairman of the meeting or by the chairman of the next succeeding meeting.

#### **17. Treasurer**

It is the duty of the treasurer of the Union to ensure:

- (a) that all money due to the Union is collected and received and that all payments authorised by the Union are made, and
- (b) that correct books and accounts are kept showing the financial affairs of the Union, including full details of all receipts and expenditure connected with the activities of the Union.

#### **18. Casual Vacancies**

- (1) In the event of a casual vacancy occurring in the position of an office-bearer, the committee may appoint a member of the Union to fill the vacancy and the member so appointed is to hold office, subject to this constitution, until the conclusion of the annual general meeting next following the date of the appointment.
- (2) A casual vacancy in the office of an office-bearer occurs if the member:
  - (a) dies, or
  - (b) ceases to be a member of the Union, or
  - (c) becomes an insolvent under administration within the meaning of the *Corporations Act 2001* of the Commonwealth, or

- (d) resigns office by notice in writing given to the secretary, or
- (e) is removed from office under clause 19, or
- (f) becomes a mentally incapacitated person, or
- (g) is absent without the consent of the committee from 3 consecutive meetings of the committee, or
- (h) is convicted of an offence involving fraud or dishonesty for which the maximum penalty on conviction is imprisonment for not less than 3 months, or
- (i) is prohibited from being a director of a company under Part 2D.6 (Disqualification from managing corporations) of the *Corporations Act 2001* of the Commonwealth.

#### **19. Removal of Committee Members**

- (1) The Union in general meeting may by resolution remove any office-bearer or any member of the committee from office before the expiration of the member's term of office and may by resolution appoint another person to hold office until the expiration of the term of office of the member so removed.
- (2) If a member of the committee to whom a proposed resolution referred to in subclause (1) relates makes representations in writing to the secretary or president (not exceeding a reasonable length) and requests that the representations be notified to the members of the Union, the secretary or the president may send a copy of the representations to each member of the Union or, if the representations are not so sent, the member is entitled to require that the representations be read out at the meeting at which the resolution is considered.

#### **20. Committee Meetings and Quorum**

- (1) The committee must meet at least four times every year at such place and time as the committee may determine.
- (2) Additional meetings of the committee may be convened by the president or by any two members of the committee.
- (3) Oral or written notice of a meeting of the committee must be given by the secretary to each member of the committee at least 72 hours (or such other period as may be unanimously agreed on by the members of the committee) before the time appointed for the holding of the meeting.
- (4) Notice of a meeting given under subclause (3) must specify the general nature of the business to be transacted at the meeting and no business other than that business is to be transacted at the meeting, except business which the committee members present at the meeting unanimously agree to treat as urgent business.
- (5) The secretary must include in the business to be transacted at the meeting any business which a member of the committee gives to the secretary before the notice of meeting is given.
- (6) Any five members of the committee constitute a quorum for the transaction of the business of a meeting of the committee.

- (7) No business is to be transacted by the committee unless a quorum is present and if, within half an hour of the time appointed for the meeting, a quorum is not present, the meeting is to stand adjourned to the same place and at the same hour of the same day in the following week.
- (8) If at the adjourned meeting a quorum is not present within half an hour of the time appointed for the meeting, the meeting is to be dissolved.
- (9) At a meeting of the committee:
  - (a) the president or, in the president's absence, the senior vice-president is to preside, or
  - (b) if the president and the senior vice-president are absent or unwilling to act, such one of the remaining members of the committee as may be chosen by the members present at the meeting is to preside.

## **21. Delegation by Committee to Sub-Committee**

- (1) The committee may, by instrument in writing, delegate to one or more sub-committees (consisting of such member or members of the Union as the committee thinks fit) the exercise of such of the functions of the committee as are specified in the instrument, other than:
  - (a) this power of delegation, and
  - (b) a function which is a duty imposed on the committee by the Act or by any other law.
- (2) A function the exercise of which has been delegated to a sub-committee under this clause may, while the delegation remains unrevoked, be exercised from time to time by the sub-committee in accordance with the terms of the delegation.
- (3) A delegation under this clause may be made subject to such conditions or limitations as to the exercise of any function, or as to time or circumstances, as may be specified in the instrument of delegation.
- (4) Despite any delegation under this clause, the committee may continue to exercise any function delegated.
- (5) Any act or thing done or suffered by a sub-committee acting in the exercise of a delegation under this clause has the same force and effect as it would have if it had been done or suffered by the committee.
- (6) The committee may, by instrument in writing, revoke wholly or in part any delegation under this clause.
- (7) A sub-committee may meet and adjourn as it thinks proper.

## **22. Voting and Decisions**

- (1) Questions arising at a meeting of the committee or of any sub-committee appointed by the committee are to be determined by a majority of the votes of members of the committee or sub-committee present at the meeting.
- (2) Each member present at a meeting of the committee or of any sub-committee appointed by the committee (including the person presiding at the meeting) is entitled to one vote but, in the event of an equality of votes on any question, the person presiding may exercise a second or casting vote.

- (3) Subject to clause 20 (6), the committee may act despite any vacancy on the committee.
- (4) Any act or thing done or suffered, or purporting to have been done or suffered, by the committee or by a sub-committee appointed by the committee, is valid and effectual despite any defect that may afterwards be discovered in the appointment or qualification of any member of the committee or sub-committee.

## **Part 4 - General meetings**

### **23. Annual General Meetings - Holding Of**

- (1) The Union must hold its first annual general meeting within 18 months after its registration under the Act.
- (2) The Union must hold its annual general meetings:
  - (a) within 6 months after the close of the Union's financial year, or
  - (b) within such later time as may be allowed by the Director-General or prescribed by the Regulation.

### **24. Annual General Meetings - Calling Of and Business At**

- (1) The annual general meeting of the Union is, subject to the Act and to clause 23, to be convened on such date and at such place and time as the committee thinks fit.
- (2) In addition to any other business which may be transacted at an annual general meeting, the business of an annual general meeting is to include the following:
  - (a) to confirm the minutes of the last preceding annual general meeting and of any special general meeting held since that meeting,
  - (b) to receive from the committee reports on the activities of the Union during the last preceding financial year,
  - (c) to receive from the Head Master of the School or his delegate a report on the activities of the School,
  - (d) to elect office-bearers of the Union,
  - (e) to receive and consider any financial statement or report required to be submitted to members under the Act.
- (3) An annual general meeting must be specified as such in the notice convening it.

### **25. Special General Meetings - Calling Of**

- (1) The committee may, whenever it thinks fit, convene a special general meeting of the Union.
- (2) The committee must, on the requisition in writing of at least 5 per cent of the total number of members, convene a special general meeting of the Union.
- (3) A requisition of members for a special general meeting:
  - (a) must state the purpose or purposes of the meeting, and
  - (b) must be signed by the members making the requisition, and
  - (c) must be lodged with the secretary, and
  - (d) may consist of several documents in a similar form, each signed by one or more of the members making the requisition.

- (4) If the committee fails to convene a special general meeting to be held within one month after that date on which a requisition of members for the meeting is lodged with the secretary, any one or more of the members who made the requisition may convene a special general meeting to be held not later than three months after that date.
- (5) A special general meeting convened by a member or members as referred to in subclause (4) must be convened as nearly as is practicable in the same manner as general meetings are convened by the committee.

## **26. Notice**

- (1) Except if the nature of the business proposed to be dealt with at a general meeting requires a special resolution of the Union, the secretary must, at least 14 days before the date fixed for the holding of the general meeting, give a notice to each member specifying the place, date and time of the meeting and the nature of the business proposed to be transacted at the meeting.
- (2) If the nature of the business proposed to be dealt with at a general meeting requires a special resolution of the Union, the secretary must, at least 21 days before the date fixed for the holding of the general meeting, cause notice to be given to each member specifying, in addition to the matter required under subclause (1), the intention to propose the resolution as a special resolution.
- (3) No business other than that specified in the notice convening a general meeting is to be transacted at the meeting except, in the case of an annual general meeting, business which may be transacted under clause 24 (2).
- (4) A member desiring to bring any business before a general meeting may give notice in writing of that business to the secretary who must include that business in the next notice calling a general meeting given after receipt of the notice from the member.

## **27. Quorum for General Meetings**

- (1) No item of business is to be transacted at a general meeting unless a quorum of members entitled under this constitution to vote is present during the time the meeting is considering that item.
- (2) 12 members present (being members entitled under this constitution to vote at a general meeting) constitute a quorum for the transaction of the business of a general meeting.
- (3) If within half an hour after the appointed time for the commencement of a general meeting a quorum is not present, the meeting:
  - (a) if convened on the requisition of members, is to be dissolved, and
  - (b) in any other case, is to stand adjourned to the same day in the following week at the same time and (unless another place is specified at the time of the adjournment by the person presiding at the meeting or communicated by written notice to members given before the day to which the meeting is adjourned) at the same place.
- (4) If at the adjourned meeting a quorum is not present within half an hour after the time appointed for the commencement of the meeting, the members present (being at least three) are to constitute a quorum.

## **28. Presiding Member**

- (1) The president or, in the president's absence, the senior vice-president, is to preside as chairman at each general meeting of the Union.
- (2) If the president and the senior vice-president are absent or unwilling to act, the members present must elect one of their number to preside as chairman at the meeting.

## **29. Adjournment**

- (1) The chairman of a general meeting at which a quorum is present may, with the consent of the majority of members present at the meeting, adjourn the meeting from time to time and place to place, but no business is to be transacted at an adjourned meeting other than the business left unfinished at the meeting at which the adjournment took place.
- (2) If a general meeting is adjourned for 14 days or more, the secretary must give written or oral notice of the adjourned meeting to each member of the Union stating the place, date and time of the meeting and the nature of the business to be transacted at the meeting.
- (3) Except as provided in subclauses (1) and (2), notice of an adjournment of a general meeting or of the business to be transacted at an adjourned meeting is not required to be given.

## **30. Making of Decisions**

- (1) A question arising at a general meeting of the Union is to be determined by either:
  - (a) a show of hands, or
  - (b) if on the motion of the chairman or if five or more members present at the meeting decide that the question should be determined by a written ballot—a written ballot.
- (2) If the question is to be determined by a show of hands, a declaration by the chairman that a resolution has, on a show of hands, been carried or carried unanimously or carried by a particular majority or lost, or an entry to that effect in the minute book of the Union, is evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against that resolution.
- (3) If the question is to be determined by a written ballot, the ballot is to be conducted in accordance with the directions of the chairman.

## **31. Special Resolutions**

A special resolution may only be passed by the Union in accordance with section 39 of the Act.

## **32. Voting**

- (1) On any question arising at a general meeting of the Union a member has one vote only.
- (2) In the case of an equality of votes on a question at a general meeting, the chairman of the meeting is entitled to exercise a second or casting vote.



- (3) A member is not entitled to vote at any general meeting of the Union unless all money due and payable by the member to the Union has been paid.
- (4) A member is not entitled to vote at any general meeting of the Union if the member is under 18 years of age.

**33. Proxy Votes Not Permitted**

Proxy voting must not be undertaken at or in respect of a general meeting.

**34. Postal Ballots**

- (1) The Union may hold a postal ballot to determine any issue or proposal (other than an appeal under clause 12).
- (2) A postal ballot is to be conducted in accordance with Schedule 3 to the Regulation.

## **Part 5 - Miscellaneous**

### **35. Insurance**

The Union may effect and maintain insurance.

### **36. Funds - Source**

- (1) The funds of the Union are to be derived from Life Membership Subscriptions, donations and, subject to any resolution passed by the Union in general meeting, such other sources as the committee determines.
- (2) All money received by the Union (other than money collected by the School on behalf of the Union) must be deposited as soon as practicable and without deduction to the credit of the Union's bank or other authorised deposit-taking institution account.
- (3) The Union must, as soon as practicable after receiving any money (other than money collected by the School on behalf of the Union), issue an appropriate receipt.

### **37. Funds - Management**

- (1) Subject to any resolution passed by the Union in general meeting, the funds of the Union are to be used in pursuance of the objects of the Union in such manner as the committee determines.
- (2) Any money of the Union may be advanced to the School or to any trust for educational purposes on such terms as the committee in its absolute discretion thinks fit and in addition in investments from time to time authorised by law for the investment of trust funds.
- (3) Subject to subclause (4), all Life Membership Subscriptions must be kept separate from the other funds of the Union and must be dealt with in accordance with subclause (2) provided that the members at a general meeting may by resolution direct the committee to use such funds in some other way.
- (4) The committee may use such proportion as the committee determines (not exceeding 25%) of all Life Membership Subscriptions for the general purposes of the Union.
- (5) All cheques, drafts, bills of exchange, promissory notes and other negotiable instruments must be signed by any two members of the committee or by a member of the committee and an employee of the School, being an employee authorised to do so by the committee. This requirement does not prevent the School from making payments on behalf of the Union.
- (6) The committee must cause the financial statements of the Union to be audited in time for them to be submitted to the next annual general meeting.

### **38. Change of Name, Objects and Constitution**

An application to the Director-General for registration of a change in the Union's name, objects or constitution in accordance with section 10 of the Act is to be made by the public officer or a committee member.

### **39. Custody of Books etc**

Except as otherwise provided by this constitution, the public officer must keep in his custody or under his control all records, books and other documents relating to the Union.

### **40. Inspection of Books etc**

- (1) The following documents must be open to inspection, free of charge, by a member of the Union at any reasonable hour:
  - (a) records, books and other financial documents of the Union,
  - (b) this constitution,
  - (c) minutes of all committee meetings and general meetings of the Union.
- (2) A member of the Union may obtain a copy of any of the documents referred to in subclause (1) on payment of a fee of not more than \$1 for each page copied.

### **41. Service of Notices**

- (1) For the purpose of this constitution, a notice may be served on or given to a person:
  - (a) by delivering it to the person personally, or
  - (b) by sending it by pre-paid post to the address of the person, or
  - (c) by sending it by facsimile transmission or some other form of electronic transmission to an address specified by the person for giving or serving the notice, or
  - (d) by displaying the notice on the website of the Union and/or the website of the School.
- (2) For the purpose of this constitution, a notice is taken, unless the contrary is proved, to have been given or served:
  - (a) in the case of a notice given or served personally, on the date on which it is received by the addressee, and
  - (b) in the case of a notice sent by pre-paid post, on the date when it would have been delivered in the ordinary course of post, and
  - (c) in the case of a notice sent by facsimile transmission or some other form of electronic transmission, on the date it was sent or, if the machine from which the transmission was sent produces a report indicating that the notice was sent on a later date, on that date, and
  - (d) In the case of a notice displayed on the website of the Union and/or the website of the School, on the date which is 14 days after the notice is first displayed.
- (3) For the purposes of this constitution, a notice may be given if it is included in a School publication which is sent to all members of the Union in a way authorised by subclause (1).

#### **42. Financial Year**

- (1) The financial year of the Union is:
  - (a) the period of time commencing on the date of incorporation of the Union and ending on the following 30 June, and
  - (b) each period of 12 months after the expiration of the previous financial year of the Union, commencing on 1 July and ending on the following 30 June.
- (2) Notwithstanding subclause (1), the first financial year of the Union may if the committee thinks fit be the period commencing on 1 July before the date of incorporation of the Union and ending on the following 30 June and, if this occurs, the financial statement or report for that period may include data properly associated with the unincorporated body known as The Old Trinitarians' Union of New South Wales.

#### **43. Union Representatives on School Council**

- (1) The Representatives of the Union on the Council of the School are to be elected by postal ballot for three year terms; the first term under this constitution commencing from XXXX 20XX.
- (2) The order of procedure shall be as follows:-
  - (a) At least 14 days before the date for receipt of nominations notices must be forwarded to members entitled to vote calling for nominations.
  - (b) Nominations signed by at least two financial members, the nominees signing in acceptance must be in the hands of the secretary by 31 August of the year concerned. The nominee must be a financial member of the Union when nominated, over the age of 21 years and must have attended the School for at least two years.
  - (c) The ballot must take place within three weeks after the closing of nominations in accordance with the rules set out in Appendix "A".
  - (d) Only financial members of the Union are eligible to vote in the ballot.
- (3) If a Representative dies or resigns, the committee must declare that a vacancy exists. The procedure shall then be as in this clause except that the date for the receipt of nominations is to be fixed by the committee. A Representative elected under this clause only holds office for the balance of the three year term of his predecessor.
- (4) Notwithstanding subclause (3), no election is to be held to fill a casual vacancy should such vacancy be declared after 31 May and prior to 1 October in the year in which an ordinary election is held.

#### **44. Patrons**

There are to be patrons of the Union who are to hold office for life or till resignation and who are to be elected at an annual general meeting.

**45. Honorary Solicitor**

There is to be an honorary solicitor of the Union who is to be elected at the annual general meeting for the following year.

**46. Definitions**

(1) In this constitution:

**Director-General** means the Director-General of the Department of Services, Technology and Administration.

**ordinary committee member** means a member of the committee who is not an office-bearer of the Union.

**secretary** means:

- (a) the person holding office under this constitution as secretary of the Union, or
- (b) if no such person holds that office - the public officer of the Union.

**special general meeting** means a general meeting of the Union other than an annual general meeting.

**the Act** means the *Associations Incorporation Act 2009*.

**the Regulation** means the *Associations Incorporation Regulation 2010*.

**The School** means Trinity Grammar School.

**the Union** means The Old Trinitarians' Union of New South Wales Inc.

(2) In this constitution:

- (a) a reference to a function includes a reference to a power, authority and duty, and
- (b) a reference to the exercise of a function includes, if the function is a duty, a reference to the performance of the duty.

(3) The provisions of the *Interpretation Act 1987* apply to and in respect of this constitution in the same manner as those provisions would so apply if this constitution were an instrument made under the Act.

## **Appendix 1**

### **Election of Representatives on School Council**

(Clause 43 (2) (c))

The Representatives to the School Council must be elected by ballot by the members of the Union entitled to vote as follows:-

- (a) At the expiration of the time for receiving nominations, the secretary must cause to be prepared a list containing the names and addresses of all persons nominated.
- (b) In case of doubt as to the form or validity of any nomination, the matter must be referred to the Honorary Solicitor of the Union whose decision is to be final.
- (c) If there is no greater number of nominations than vacancies to be filled, those nominated are to take office from the 1 October following, or in the case of a casual vacancy, from the date of receipt of nomination.
- (d) If there are more candidates than vacancies to be filled, the election must be decided by ballot in accordance with the provisions of the following paragraphs.
- (e) The secretary is to appoint a return day for the closing of the ballot of the election not later than 42 days after the date of closing of nominations.
- (f) The secretary, not later than 14 days prior to the date fixed for the close of the ballot, must post to each member entitled to vote a voting paper containing in alphabetical order the names of all nominated candidates together with two envelopes, one to be an outer envelope marked "ballot paper" and addressed to the secretary and containing a card bearing a distinctive number and the other to be an inner envelope. The non-receipt by any member of such voting paper, card or envelope does not invalidate the ballot.
- (g) The voter must mark his paper preferentially. All candidates must be voted for numerically, the paper being placed in the inner envelope and sealed. The voter must also sign his name legibly upon the numbered card and place the inner envelope and the card without any other matter in the outer envelope and seal the same and post or deliver or cause it to be delivered to the secretary.
- (h) All formal voting papers so posted or delivered and received by the secretary not later than 24 hours before the return day are to be counted in the ballot.
- (i) The committee must appoint a Returning Officer and two scrutineers. When the time for receipt of voting papers has elapsed, the Returning Officer must in the presence of the scrutineers open all the outer envelopes and set aside the cards so that they cannot be identified with the voting papers, and then open the inner envelopes and count the votes.
- (j) No vote is valid unless cast for the exact number required and unless so received by the secretary on or before the date and time fixed for the ballot.

In the case of an equality of votes at any election, the committee members may in addition to their vote make a second or casting vote. The decision of the Returning Officer is conclusive as to the persons entitled to vote and as to the validity of any votes.

- (k) The Returning Officer must before the return day sign, date and give the secretary a Certificate of the persons who are the elected Representatives of the Union on the School Council and such Certificate is conclusive that such persons are validly elected. Persons elected are to take office from 1 October following, or in the case of a casual vacancy, from the date of the Certificate.