



**MERCEDES OLD SCHOLARS'
ASSOCIATION (INCORPORATED)
CONSTITUTION**

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MERCEDES OLD SCHOLARS' ASSOCIATION (INCORPORATED) CONSTITUTION

1. NAME

- 1.1. The name of the incorporated association is "Mercedes Old Scholars' Association (Incorporated)" ("the Association").

2. DEFINITIONS

"the Act" means the Associations Incorporation Act 1985 (SA)

"Affiliated Association" means a club or organisation which meets the criteria set by the committee from time to time

"Annual General Meeting" means a meeting convened under Rule 7.1.1

"Association" means Mercedes Old Scholars' Association (Incorporated)

"College" means Mercedes College

"College Council" means the Mercedes College Council

"Committee" means the Committee of Management of the Association

"Committee Meeting" means a meeting convened under Rule 6.6.1

"Committee Members" means the Members of the Committee under Rule 6.1.5

"Elected Committee Members" means a Committee Member elected in accordance with Rule 6.2.

"General Meeting" means a general meeting of Members of the Association convened in accordance with Rule 7.3.1

"Member" means a member of the Association

"Membership" means membership of the Association

"month" means a calendar month

"Officers" means the officers of the Committee, being the President, Vice-Presidents, Secretary and Treasurer

"President" means the President of the Association

"Secretary" means the Secretary of the Association

"Special General Meeting" means a General Meeting other than an Annual General Meeting as convened in accordance with Rule 7.2

"Special Resolution" means a special resolution as defined in the Act

"Treasurer" means the Treasurer of the Association

“Vice-President” means a Vice-President of the Association

3. OBJECTS

3.1. The objects of the Association are:

- 3.1.1. To promote unity and good fellowship among the Members of the Association;
- 3.1.2. To advance the interests and welfare of the College, the Association and the Members;
- 3.1.3. To foster communication and interaction between students and staff at the College and the Members of the Association;
- 3.1.4. To establish or assist Affiliated Associations;
- 3.1.5. To support the culture of the College by inspiring and including the College community.
- 3.1.6. To support the culture of the College by administering and financing Scholarships to attend the College to such persons determined by the Committee who reflect the values and ethos of the College.

4. POWERS OF THE ASSOCIATION

4.1. For the purposes of carrying out the Objects stated in Rule 3.1, the Association shall have all the powers conferred by section 25 of the Act.

5. MEMBERSHIP

5.1. Types of Membership

- 5.1.1. Membership shall be either Life or Honorary.
- 5.1.2. Life Membership of the Association shall be open to any persons who:
 - 5.1.2.1. attended the College for at least four (4) school terms; or
 - 5.1.2.2. have been employed by the College on a full time or part-time basis for at least twelve (12) months.
- 5.1.3. Life Membership of the Association shall be conferred upon:
 - 5.1.3.1. the persons described in Rule 5.1.2.1 after the year in which those persons would have normally graduated from secondary education; and
 - 5.1.3.2. the persons described in Rule 5.1.2.2 when they cease to be employed by the College.
- 5.1.4. The Committee may confer Honorary Membership on any person on such terms as it, by resolution, deems fit.
- 5.1.5. Honorary Members shall be entitled to all rights of Members.

5.2. Life Membership Fee

5.2.1. The subscription for Life Membership shall be determined and fixed by the College in consultation with the Committee.

5.3. Cancellation of Membership

5.3.1. The Membership of a Member of the Association shall cease if that person:

5.3.1.1.dies;

5.3.1.2.gives written notice to the Association of their resignation; or

5.3.1.3.is expelled pursuant to Rule 5.4.

5.4. Expulsion of Members

5.4.1. Subject to giving a Member an opportunity to be heard or to make a submission in writing, the Committee may resolve to expel a Member upon a charge of conduct detrimental to the interests or objects of the Association.

5.4.2. Particulars of the charge shall be communicated to the Member in writing at least twenty-one (21) days before the meeting of the Committee at which the charge will be determined.

5.4.3. The determination of the Committee shall be communicated to the Member in writing, and in the event of an adverse determination, the Member shall, subject to Rules 5.4.4 and 5.4.5, cease to be a Member fourteen (14) days after the Committee has communicated its determination to the Member.

5.4.4. A Member may appeal against his or her expulsion to the Association at a properly convened General Meeting. The intention of a Member to appeal shall be communicated to the Secretary of the Association in writing within fourteen (14) days after the communication of a determination of the Committee to the Member under Rule 5.4.3.

5.4.5. In the event of an appeal under Rule 5.4.4, 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 of the Association in General Meeting after the appellant has been heard by the Members of the Association, and in such event Membership will be terminated at the date of the General Meeting at which the determination of the Committee is upheld.

5.5. Register of Members

5.5.1. The Association shall use its best endeavours to maintain a register of Members which shall contain:

1.1.1.1. the name and address of each member;

1.1.1.2. the dates of each Member's attendance at the College and their alumni year.

1.1.1.3. if applicable, the date of and reason(s) for termination of Membership.

6. THE COMMITTEE

6.1. Powers and duties

6.1.1. The affairs of the Association shall be managed and controlled by the Committee which, in addition to any powers and authorities conferred by these Rules, may exercise all such powers and do all such things as are within the objects of the Association, and are not by the Act or by these Rules required to be done by the Association in General Meeting.

6.1.2. The Committee has the management and control of the funds and other property of the Association.

6.1.3. The Committee shall have the power to appoint such officers and employees as are required to carry out the objects of the Association, including a public officer required by the Act, and may discuss or delegate any of its powers to such officers and employees.

6.1.4. The Committee shall have authority to interpret the meaning of these Rules and any other matter relating to the affairs of the Association on which these Rules are silent.

6.1.5. The Committee shall be comprised of not less than six and not more than ten Elected Committee Members.

6.1.6. A committee member shall be a natural person.

6.1.7. The Committee may fill casual vacancies occurring in the Committee by appointing a natural person to fill a casual vacancy, for the remainder of the term of appointment of the person originally occupying the particular position.

6.1.8. The Committee has the right to delegate to Sub-Committees comprised of such persons as it sees fit any powers or functions of the Committee, on such terms and conditions as it sees fit.

6.1.9. Scholarships, Bursaries or Prizes may be provided and awarded at the discretion of the Committee.

6.1.10. The Committee may appoint representative(s) of the Committee to represent the interests of the Association in other relevant groups.

6.2. Election of Committee Members

6.2.1. Committee Members shall be elected at the Annual General Meeting.

- 6.2.2. Notice of the vacancies occurring on the Committee shall be given in the notice calling the Annual General Meeting.
- 6.2.3. Candidates for election as Committee Members must be Members of the Association and be nominated and seconded in writing and must signify their willingness to act.
- 6.2.4. Nominations shall be forwarded to the Secretary by such date as the Committee determines and as is set out in the notice calling the Annual General Meeting.
- 6.2.5. If more nominations than positions are received, Committee Members will be elected by ballot.
- 6.2.6. If fewer nominations than positions are received, the nominees shall be declared elected at the Annual General Meeting.
- 6.2.7. If, immediately following an election at the Annual General Meeting, one or more positions open for election remain vacant due to no nominations being received, nominations may be accepted from the floor and a second ballot may be conducted to fill the vacancy or vacancies at the same meeting.
- 6.2.8. The first Committee shall hold office until the first Annual General Meeting. At this time, one half of the Members of the Committee, who shall be chosen by ballot, shall retire from the Committee. At each subsequent Annual General Meeting, one half of the Members of the Committee, being the longest serving Members, shall retire.
- 6.2.9. A retiring Committee Member shall be eligible to stand for re-election. No other person shall be eligible to stand for election unless a Member of the Association has nominated that person at least fourteen (14) days before the Meeting by delivering the nomination of that person to the Secretary of the Association. The nomination shall be signed by the proposer and by the nominee.

6.3. **Office Bearers**

- 6.3.1. The Committee shall elect Elected Committee Members to be the Office Bearers of the Association.
- 6.3.2. The Committee shall meet within 30 days of the Annual General Meeting in each year to elect the Office Bearers of the Association.
- 6.3.3. The Officers of the Association shall be:
 - 6.3.3.1.a President;
 - 6.3.3.2.not more than two (2) Vice-Presidents;
 - 6.3.3.3.a Treasurer.
- 6.3.4. Any one Committee Member may hold at the one time two of the offices.
- 6.3.5. The President shall be the public representative of the Association and shall preside at each Committee Meeting and General Meeting.

- 6.3.6. The Vice-President(s) shall fulfil the role of the President when the President is absent.
- 6.3.7. The Treasurer shall maintain accurate financial records of the Association.
- 6.3.8. No office bearer shall hold the same office for more than four (4) years consecutively.

6.4. The Secretary

- 6.4.1. The Secretary of the Association is an ex-officio member of the Committee.
- 6.4.2. The Secretary does not have any voting rights on the Committee.
- 6.4.3. The Secretary shall be appointed, removed and have his or her remuneration fixed by the College in consultation with the Committee.
- 6.4.4. The Secretary shall be responsible for calling Meetings in accordance with these Rules and the Act and shall cause records to be kept of the business of the Association in accordance with these Rules and the Act.

6.5. Disqualification of Officers and Committee Members

- 6.5.1. The office of an Officer or Committee Member shall become vacant if that person is:
 - 6.5.1.1. disqualified from being an Officer or Committee Member by the Act;
 - 6.5.1.2. expelled as a Member under these Rules;
 - 6.5.1.3. permanently incapacitated by ill health;
 - 6.5.1.4. absent without apology from more than three (3) consecutive Committee Meetings or four (4) Committee Meetings in a financial year.

6.6. Proceedings of Committee Meetings

- 6.6.1. The Committee shall meet together for the dispatch of the business of the Association at least monthly [or, as often as it, in its absolute discretion, shall determine is necessary, but not less than six times in every calendar year.]
- 6.6.2. The Secretary may call a Special Meeting of the Committee and shall call one upon the request of the President, or of any three Committee Members.
- 6.6.3. A quorum at any Committee Meeting shall be 50% + 1 of elected members.
- 6.6.4. The President shall preside at all Committee Meetings, or in the absence of the President, a Vice-President, but in the absence of both, another Committee Member shall be elected to preside.

- 6.6.5. Questions arising at any Committee Meeting shall be decided by a majority of votes, and in the event of equality of votes the President shall have a casting vote in addition to a deliberative vote.
- 6.6.6. The Principal of the College may attend Committee Meetings, but shall have no vote.
- 6.6.7. Members and any other person may attend Committee Meetings upon the written invitation of the Committee, but shall have no vote.
- 6.6.8. A Committee Member having pecuniary interest in a contract or proposed contract with the Association must disclose that interest to the Committee as required by the Act, and shall not vote with respect to that contract.

7. GENERAL MEETINGS

7.1. Annual General Meetings

- 7.1.1. The Committee shall call an Annual General Meeting in accordance with the Act and these Rules, and no later than the 31st day of May each year, or as otherwise stipulated by the Act.
- 7.1.2. The following business may be brought forward at the Annual General Meeting:
 - 7.1.2.1. Committee Report;
 - 7.1.2.2. Presentation and consideration of Accounts;
 - 7.1.2.3. Confirmation of Minutes;
 - 7.1.2.4. Election of Committee;
 - 7.1.2.5. Election of Auditor;
 - 7.1.2.6. Auditor's Report;
 - 7.1.2.7. Confirmation of Membership applications;
 - 7.1.2.8. Reports from affiliated groups of MOSA; and
 - 7.1.2.9. Any other general business.

7.2. Special General Meetings

- 7.2.1. The Committee may call a Special General Meeting of the Association at any time, or as otherwise stipulated by the Act.
- 7.2.2. Upon a requisition in writing of not less than 10 Members of the Association, the Committee shall, within one month of the receipt of the requisition, convene a Special General Meeting for the purpose specified in the requisition.
- 7.2.3. Every requisition for a Special General Meeting shall be signed by the relevant Members and shall state the purpose of the meeting.

7.2.4. If a Special General Meeting is not convened within one month, as required by Rule 7.2.2, the requisitionists, or at least 50% of their number, may themselves convene a Special General Meeting.

7.3. Notice of General Meetings

7.3.1. At least fourteen (14) days notice of any General Meeting shall be given to Members. The notice shall set out where and when the meeting will be held, and particulars of the nature and order of the business to be transacted at the Meeting.

7.3.2. Notice of a Meeting at which a Special Resolution is to be proposed shall be given at least twenty-one (21) days prior to the date of the Meeting.

7.3.3. It shall not be competent for any Special General Meeting to entertain or transact any business except that specified in the notice convening the Meeting, or which shall, in the opinion of two thirds of the Members present, directly arise therefrom.

7.3.4. The accidental omission to give notice of a Meeting to, or non-receipt of notice by a Member, shall not invalidate the proceedings of a Meeting.

7.4. Proceedings at General Meetings

7.4.1. Ten Members present personally [or by proxy] shall constitute a quorum at any General Meeting.

7.4.2. If within thirty (30) minutes after the time appointed for the Meeting a quorum of Members is not present, a Meeting convened upon the requisition of Members shall lapse. In any other case, the Meeting stand adjourned to another date with notice given in accordance with 7.3.1 and if at such adjourned meeting a quorum is not present within thirty (30) minutes of the time appointed for the Meeting the Members present shall form a quorum.

7.4.3. The President shall preside at all General Meetings, or in the absence of the President, a Vice-President, but in the absence of both, another Committee Member shall be elected to preside.

8. VOTING

8.1. Subject to these Rules:

8.1.1. every Member present in person at any Meeting of the Association; and

8.1.2. each Committee Member present in person at any Committee Meeting;

shall be entitled to one vote.

8.2. A Member shall be entitled to appoint in writing a natural person who is also Member of the Association to be their proxy, and attend and vote at any General Meeting of the Association.

- 8.3 Subject to these Rules, at a General Meeting, a resolution other than a Special Resolution, must be determined by a show of hands of a majority of Members who vote in person or, where proxies are allowed, by proxy, at that Meeting.
- 8.4 A Special Resolution shall be decided by a poll and shall be passed by a majority of three quarters of those voting at the Meeting.
- 8.5 If a poll is demanded by the President or by at least five (5) Members, it must be conducted in a manner specified by the person presiding and the result of the poll is the resolution of the Meeting on that question.
- 8.6 A poll demanded for the election of a person presiding or on a question of adjournment must be taken immediately, but any other poll may be conducted at any time before the close of the Meeting.

9. MINUTES

- 9.1. Proper minutes of all proceedings of General Meetings of the Association and of Committee Meetings shall be entered within one month after the relevant Meeting in minute books kept for the purpose.
- 9.2. The minutes kept pursuant to this Rule must be confirmed by the Members of the Association or the Committee Members (as relevant) at a subsequent meeting.
- 9.3. The minutes kept pursuant to this Rule shall be signed by the person presiding at the Meeting at which the proceedings took place or by the person presiding at the next succeeding Meeting at which the minutes are confirmed.
- 9.4. Where minutes are entered and signed they shall, until the contrary is proved, be evidence that:
 - 9.4.1. the Meeting was convened and duly held;
 - 9.4.2. that all proceedings held at the Meeting shall be deemed to have been duly held; and
 - 9.4.3. that all appointments made at a Meeting shall be deemed to be valid.

10. AFFILIATION

- 10.1. The Association may establish, promote, or approve the formation of, Affiliated Associations.
- 10.2. Every Club or Organisation desirous of using the name "Mercedes Old Scholars" or the abbreviation "MOSA" as part of its name, or a name suggestive of the Association, or of using facilities made available to the Association at or by the College, shall apply for affiliation with the Association.
- 10.3. An application to become an Affiliated Association shall be dealt with by the Committee in such manner, and accepted, refused or rescinded on such conditions as it determines.
- 10.4. The Association, at the Committee's discretion, may give financial assistance to any such Affiliated Association.

11. ACCOUNTS

- 11.1. 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 in accordance with the Act, and such accounts shall be presented at the Annual General Meeting.
- 11.2. The Auditor of the College shall be appointed as Auditor of the Association by the Committee in consultation with the College.

12. ALTERATION TO CONSTITUTION

- 12.1. Subject to approval by Special Resolution of the Members of the Association, these Rules may be altered, rescinded or replaced by substitute rules. Any such alteration or subsequent Rules shall be registered as required by the Act.
- 12.2. The registered Rules shall bind the Association and every Member to the same extent as if they have respectively signed and sealed them, and agreed to be bound by all of the provisions thereof.

13. THE SEAL

- 13.1. The Association may have a common seal upon which its corporate name shall appear in legible characters.
- 13.2. The seal shall not be used without the express authorisation of the Committee, and every use of the seal shall be recorded in the minute book of the Association. The affixing of the seal shall be witnessed by either the President or Secretary and two Committee Members.
- 13.3. The seal shall be kept in the custody of the Secretary or such other person as the Committee may from time to time decide.

14. WINDING UP

- 14.1. The Association may be wound up in the manner provided for in the Act.

15. APPLICATION OF SURPLUS ASSETS

- 15.1. If in the event of the winding up of the Association there remains "surplus assets" as defined in the Act, such surplus assets shall be given or transferred to the College for the general purposes of the College.

16. INDEMNITY OF OFFICERS

- 16.1. The Association shall indemnify any Officer of the Association or Committee Member acting in good faith or within the scope of that person's duties against any claims or demands for loss or damage arising out of any legal liability which that person may have personally incurred whether contractual or tortious in consequence of any act or omission on that person's part.