



Constitution of

St Bede's College Old Boys' Association Incorporated

OPERATIVE PROVISIONS

1. Creation of the Society and adoption of this constitution

- 1.1 The Society was incorporated at Christchurch on 3 April 1929.
- 1.2 This constitution was adopted by way of amendment on the date of this constitution to replace the Society's previous rules.

2. Definitions

2.1 In this constitution:

- (a) **Act** means the Incorporated Societies Act 2022 or its successors and any regulations made under those statutes.
- (b) **Annual General Meeting** has the meaning given in clause 25.
- (c) **Arm's-length Terms** means terms between the Society and an officer or a Member in relation to a transaction that:
- (i) would be reasonable in the circumstances if the parties were connected or related only by the transaction in question, each acting independently, and each acting in its own best interests; or
 - (ii) are less favourable to the Officer or Member than the terms referred to in clause 2.1(c)(i); and
 - (iii) do not include providing the Officer or Member any share of a gain, profit, or surplus, percentage of revenue, or other reward in connection with any gain, profit, surplus, or revenue of the Society.
- (d) **Committee** means the Officers of the Society acting as a board in accordance with this constitution.
- (e) **General Meeting** means either an Annual General Meeting or a Special General Meeting, as the case may be.
- (f) **Interests Register** means the register of officer interests maintained by the Committee pursuant to clause 16.1 of this constitution.
- (g) **Member** means an individual or entity that has become a member of the Society, paid any subscriptions due and whose membership has not been terminated in accordance with this constitution.
- (h) **Notice** means any notice sent by post, courier or email to the most recent physical, postal or email address of the intended recipient that is known to the sender of the notice or, in the case of notices to the Society, to the Society's registered office.
- (i) **Objects** means the objects of the Society provided for in clause 4 of this constitution.
- (j) **Officer** means an officer of the Society appointed pursuant to clause 11 of this constitution.

- (k) **President** means the individual appointed as the Society's President pursuant to clause 11.2 whose duties include those provided for in clause 12.
- (l) **Secretary** means the individual appointed as the Society's Secretary pursuant to clause 11.2 whose duties include those provided for in clause 13.
- (m) **Society** means the incorporated society with the name specified in clause 3.1 and governed by this constitution.
- (n) **Special General Meeting** has the meaning given in clause 24.2.
- (o) **Treasurer** means the individual appointed as the Society's Treasurer pursuant to clause 11.2 whose duties include those provided for in clause 14.
- (p) **Vice-President** means the individual appointed as the Society's Vice-President pursuant to clause 11.2 whose duties include those provided for in clause 12.

3. Name

3.1 The name of the Society is The St Bede's College Old Boys' Association Incorporated.

4. Objects

4.1 Subject to clause 4.2, the objects of the Society are:

- (a) To further the objects for which St Bede's College ("College") was originally founded.
- (b) To foster and keep alive amongst old boys of the College, a remembrance of the College and an active interest in its welfare.
- (c) To promote the interests of the College, including but not limited to:
 - (i) By encouraging the attendance of old boys at sports and functions, promoted by the College or any other organisations associated with the College;
 - (ii) By offering scholarships among the current students at the College or new entrance to the College;
 - (iii) By offering prizes for academic, cultural and sporting competitions amongst the students of the College; and
 - (iv) To generally do all things whatsoever for the benefit of the College.

4.2 Notwithstanding clause 4.1 no Member may derive any personal pecuniary gain from membership of the Society.

5. Powers

5.1 Except as restricted by this constitution, the Society has full capacity, rights, powers and privileges to carry on or undertake any activity, do any act, or enter any transaction required to further or promote the Objects including, without limitation, to:

- (a) make regulations or bylaws to advance the attainment of any of the Objects;
- (b) do any act or thing incidental or conducive to the attainment of the Objects;

- (c) use such of its funds to pay the costs and expenses of furthering or carrying out the Objects;
 - (d) employ one or more individuals on such terms approved by the Committee (subject to clause 5.4);
 - (e) purchase, lease, hire or otherwise acquire, exchange and sell, lease or otherwise dispose of property, rights or privileges; and
 - (f) invest in any investment in which a trustee might invest (subject to Trusts Act 2019, s 30).
- 5.2 Notwithstanding clause 5.1, the Society cannot borrow or raise money (or provide any security to borrow or raise money) unless the incurring of the debt is approved by the Committee.
- 5.3 Regardless of any other provision in this constitution, the Society must not do anything:
- (a) other than to further the Objects; or
 - (b) for the personal or individual financial gain of any Member (except as provided for in clause 5.4).
- 5.4 The Society may provide financial benefits to a Member or Officer, or any associated person but only on Arm's-Length Terms and any payments made in respect of such transactions must be limited to:
- (a) a fair and reasonable reward for services performed;
 - (b) reimbursement of expenses properly incurred;
 - (c) usual professional, business or trade charges; and
 - (d) interest at no more than current commercial rates.

6. Membership

- 6.1 The classes of membership and the method by which Members are admitted to different classes of membership are:
- (a) **Ordinary Member:** An Ordinary Member is an individual who is a past student of the College or is a former teacher who held a position for more than three (3) years admitted to membership under clause 7 and who has not ceased to be a Member under any other clause.
 - (b) **Fully Paid Member:** A Fully Paid Member is an individual who is an Ordinary Member or is a past student of the College who pays the Fully Paid Members Fee set by the Committee from time to time and is exempt from payment of further annual subscriptions and who has not ceased to be a Member under any other clause.
 - (c) **Associate Member:** An Associate Member is:
 - (i) an individual who has been awarded membership by the Committee because of their continuous support to the College or the Society;
 - (ii) an academic member of staff of the College.

who has all the rights and privileges of an Ordinary Member and is subject to all the duties of an Ordinary Member including those of paying subscriptions and levies of an Associate Member as determined by the Committee from time to time.

- (d) **Honorary Life Member:** An Honorary Life Member is a person honoured for their services to the Society after recommendation by the Committee and election as Honorary Life Member by resolution of a General Meeting passed by a two-thirds majority of those present and voting. A Life Member has all the rights and privileges of an Individual Member and is subject to all the duties of an Individual Member except those of paying subscriptions and levies.

- 6.2 Every Member must advise the Secretary of any change of the Member's contact details.
- 6.3 Every Member is entitled to receive the "Bedean" newsletter or any other newsletter as is published by the Society from time to time.
- 6.4 The Secretary must keep a register of members recording:
- (a) the name of each Member;
 - (b) each Member's class of membership;
 - (c) the last known contact details of each Member;
 - (d) the date on which each person became a Member; and
 - (e) all other information prescribed by the Act (if any).
- 6.5 The Secretary must update its register of members as soon as practicable after becoming aware of changes to the information recorded on the register.
- 6.6 All Members (including members of the Committee) must promote the interests and the objects of the Society and must do nothing to bring the Society into disrepute.
- 6.7 Copies of this constitution must be provided to any member on request.

7. Admission of Members

- 7.1 Applicants for membership as Ordinary Members and Fully Paid Members must complete any application form provided by the Committee and supply such information as may be required by the Committee.
- 7.2 Membership application forms must provide a mechanism for the applicant for membership to confirm their consent to become a Member, which may include:
- (a) a requirement for the applicant to sign the application form; or
 - (b) a requirement for the applicant to confirm by electronic means their consent to become a Member.
- 7.3 Membership applications for all candidates for membership, other than Honorary Life Members, must be approved by the Committee by a simple majority of those present and entitled to vote.

7.4 The Committee has discretion whether or not to admit a membership applicant to membership and must advise the applicant of its decision within a reasonable time of the application being provided to the Secretary.

8. Subscriptions and levies

8.1 The annual subscription payable for different classes of membership for the period from 1 January to 31 December in each year will be fixed from time to time by resolution of the Committee.

8.2 Any Member failing to pay the annual subscription (or any instalment acceptable to the Committee) or any levy within one calendar month of the due date will have their membership suspended and (without being released from the obligation of payment) will have no membership rights and will not be entitled to participate in any Society activity until all the arrears are paid. If such arrears are not paid within six months of the date the subscription or levy became due or such later date as the Committee may determine, the member's membership will end and the Member must cease to hold themselves out as a Member, and must return to the Society all material produced by the Society (including any membership certificate, handbooks and manuals) requested by the Committee.

8.3 The Committee may waive or excuse payment of any Member of all or part of the annual subscription for any year.

9. Cessation of membership

9.1 A Member's membership terminates on the death of the Member.

9.2 Any Member may resign from that Member's class of membership by Notice to the Secretary and the following terms will then apply:

- (a) the resignation will take effect from the date of the resignation notice;
- (b) the Member resigning remains liable to pay all subscriptions, levies and any other fees to the end of that financial year;
- (c) the resigning Member must cease to hold themselves out as a Member and must return to the Society all material produced by the Society (including any membership certificate, handbooks and manuals) requested by the Committee, from the date of their resignation.

9.3 The Committee may give a Member notice terminating that Member's membership if:

- (a) That Member has a member's subscription in arrears for more than twelve (12) months;
- (b) the Committee pass a resolution of no less than 75% of those present at a Committee meeting provided every Officer of the Committee has been given at least seven (7) days' notice in writing of such a meeting and of the matters proposed to be considered in respect of that Member, and the Member concerned has been given similar notice and the opportunity to appear before the Committee;
- (c) that Member is convicted of a category 3 or 4 offence under the Criminal Procedure Act 2011 or an offence for which a convicted person may be imprisoned;

- (d) that Member is adjudged bankrupt, makes a composition with creditors, or (if a body corporate) is wound up or placed in receivership or liquidation; or
- (e) that Member is removed as a member pursuant to the provisions of this constitution.

9.4 When a Member's membership is terminated under clause 9.3:

- (a) the termination will take effect from the date specified in the termination notice;
- (b) the Member remains liable to pay all subscriptions, levies and any other fees to the end of that financial year; and
- (c) the Member must cease to hold themselves out as a member of the Society and must return to the Society all material produced by the Society (including any membership certificate, handbooks and manuals) requested by the Committee from the date of the termination notice.

10. Re-admission of former Members

10.1 Any former Member may apply for re-admission in the manner prescribed for new applicants and may be re-admitted by decision of the Committee.

11. The Committee

11.1 The Committee has all the powers necessary for managing, directing and supervising the management, operation and affairs of the Society, subject to the terms of this constitution.

11.2 The Committee shall consist of the following Officers:

- (a) The Patron (who shall be the Rector for the time being of the College);
- (b) The President;
- (c) The Vice President;
- (d) Treasurer;
- (e) Secretary; and
- (f) up to six (6) other Committee members.

11.3 The Officers must be elected annually as follows:

- (a) nominations for appointment as an Officer and seconded by at least one other member in writing, accompanied by the evidence of consent of each nominee, must be received by the Secretary not less than twenty-eight (28) days before the date of the Annual General Meeting or such other timeframe as the Committee may approve;
- (b) if there are insufficient valid nominations received under clause 11.3(a) above, but not otherwise, further nominations may be received from the floor at the Annual General Meeting;
- (c) votes must be cast in such manner as the Chairperson of the Annual General Meeting determines;

- (d) two members (who are not nominees) designated by the Chairperson of the Annual General Meeting must act as scrutineers for the counting of the votes and destruction of any voting papers; and
 - (e) in the event of any vote being tied the tie must be resolved by the other members of the incoming Committee.
- 11.4 To qualify for appointment as an Officer, a nominee must satisfy the qualifications for appointment as an officer of a Society in the Act.
- 11.5 All Officers must be members of the Society.
- 11.6 The Committee must include a minimum of five (5) Officers.
- 11.7 The Secretary and the Treasurer may be the same person.
- 11.8 If, between Annual General Meetings, a vacancy arises in the position of President, Vice-President, Secretary or Treasurer or if the Committee fails to meet the requirements of clause 11.6 that vacancy or those vacancies must be filled by the Committee.
- 11.9 The Officers appointed at each Annual General Meeting (or appointed subsequently pursuant to clause 11.8) will hold office until the end of the first Annual General Meeting after their appointment and they may seek re-appointment at that Annual General Meeting.
- 11.10 Subject to clause 5.4, Officers may be paid such remuneration or honorarium as the Committee may from time to time determine.
- 11.11 Any Officer may be removed as an Officer by a resolution of a General Meeting of which prior notice was given in the notice of meeting and which is passed by a two-thirds majority of those present and voting.
- 12. President and Vice-President**
- 12.1 The Committee is responsible for generally overseeing and directing the affairs and business of the Society, under the leadership of the President (and, in the absence of the President, the Vice-President).
- 12.2 The maximum term of the office of the President shall be two (2) successive years unless otherwise approved by the Committee.
- 13. Secretary**
- 13.1 The Secretary must record the minutes of all General Meetings and Committee meetings, and all such minutes when confirmed by the next such meeting and signed by the Chairperson of that meeting will be prima facie evidence that that meeting was duly called and will be deemed to be a true and correct record of what occurred at that meeting.
- 13.2 The Secretary must hold the Society's records, documents, and books.
- 13.3 The Secretary must deal with and answer correspondence and perform such other duties as directed by the Committee.
- 13.4 The Committee may in its discretion suspend or remove the Secretary from office.

13.5 The Secretary must keep a membership register of Members recording their names and contact details, the dates each Member became a Member and all other information required by the Act.

13.6 Unless an alternative “contact person” is appointed by the Committee (for the purposes of the Act), the Secretary will be the Society’s “contact person”.

14. Treasurer

14.1 The Treasurer must:

- (a) prepare or have prepared financial statements that comply with the Act;
- (b) provide a true record of the Society’s financial position and a report on the Society’s financial position to each Committee meeting and present annual financial statements (meeting the requirements of the Act) to the Annual General Meeting together with a budget for the next financial year; and
- (c) ensure that copies of the Society’s financial statements are registered with the Registrar of Incorporated Societies within six (6) months after the balance date of the Society.

15. Finances

15.1 The Committee must maintain bank accounts in the name of the Society, and all electronic transactions must be approved by two (2) members of the Committee.

15.2 The Old Boys’ Scholarship Fund must be kept in a separate bank account to any general funds.

15.3 All money received on account of the Society must be banked within five (5) working days of receipt.

15.4 The Society’s financial year commences on 1 January of each year and ends on 31 December in the same year.

15.5 The Annual General Meeting each year may appoint an auditor to audit the annual accounts of the Society and provide a certificate of correctness. Any auditor must be a member of Chartered Accountants Australia and New Zealand and not a member of the Society, and if any such auditor is unable to act the Committee must appoint a replacement auditor.

16. Disclosure of Officer interests

16.1 The Committee must maintain a register in which Officer’s interests are recorded.

16.2 An Officer who is interested in a matter relating to the Society (as defined in section 62 of the Act) must disclose details of the nature and extent of the interest (including any monetary value of the interest if it can be quantified):

- (a) to the Committee; and
- (b) in the Interests Register.

16.3 Disclosure under clause 16.2 must be made as soon as practicable after the Officer becomes aware that they are interested in the matter.

17. Officer ceasing to hold office

- 17.1 A person ceases to be an Officer if the person:
- (a) resigns in accordance with clause 17.2; or
 - (b) is removed from office in accordance with clause 11.11; or
 - (c) becomes disqualified from being an Officer under section 47(3) of the Act; or
 - (d) dies; or
 - (e) otherwise vacates office in accordance with this constitution.
- 17.2 An Officer may resign by giving notice of resignation to the Secretary and the President and the notice of resignation will take effect when it is received by the Secretary and the President or at any later time specified in the notice.
- 17.3 Each Officer must, within one calendar month of submitting a resignation or ceasing to hold office, deliver to that Officer's successor or the Secretary all books, papers and other property of the Society possessed by such former officer requested by the Committee.
- 17.4 Despite vacating office as an Officer, a person who has held office as an Officer remains liable for acts and omissions and decisions made while that person was an Officer.

18. Management by the Committee and subcommittees

- 18.1 From the end of each Annual General Meeting until the end of the next, the Society must be administered, managed and controlled by the Committee.
- 18.2 Subject to this constitution and the resolution of any General Meeting, the Committee may exercise all the Society's powers, other than those required by statute or by this constitution to be exercised by the Society in General Meeting.
- 18.3 The Committee must meet at such times and places and in such manner (including by telephone or video conference) as it may determine and otherwise where and as convened by the President or Secretary.
- 18.4 All Committee meetings must be chaired by the President, or in the President's absence by the Vice-President, or in the absence of both of them by another Officer elected for the purpose by the meeting, and any such chairperson does not have a deliberative and casting vote.
- 18.5 The Committee may co-opt any person to the Committee for a specific purpose, or for a limited period, or generally until the next Annual General Meeting.
- 18.6 The quorum for Committee meetings is at least three (3) Officers.
- 18.7 Only Officers elected or appointed under clause 11 who are present in person or by telephone or video link may be counted in the quorum and entitled to vote at a meeting of the Committee.
- 18.8 The Committee may appoint subcommittees consisting of such persons (whether or not members of the Society) provided such subcommittee has at least one Officer and for such purposes as it thinks fit.

- 18.9 Unless otherwise resolved by the Committee:
- (a) the quorum of every subcommittee is half the members of the subcommittee;
 - (b) no subcommittee may co-opt additional members;
 - (c) no subcommittee may commit the Society to any financial expenditure without express authority from the Committee; and
 - (d) no subcommittee may delegate any of its powers.
- 18.10 The Committee and any subcommittee may act by:
- (a) a written resolution (which may be in physical or electronic form); or
 - (b) a resolution approved verbally in the course of a meeting, telephone conference call or video conference;
- approved by not less than two-thirds of the officers or members of the Committee or subcommittee (as the case may be).
- 18.11 The Committee from time to time may make and amend regulations, bylaws and policies for the conduct and control of Society's activities, but no such regulations, bylaws and policies can be inconsistent with this constitution or the Act.
- 18.12 This constitution, and such regulations, bylaws and policies, must be available at all reasonable times for inspection by members, and copies must be provided (at cost, if required by the Committee) to any member on request.
- 18.13 Other than as prescribed by the Act, this constitution or any bylaw, the Committee may regulate its proceedings as it thinks fit.
- 18.14 Members of the Committee and of subcommittees:
- (a) may receive such honoraria as may be set by resolution of a General Meeting, subject to clause 5.4; and
 - (b) are entitled to be reimbursed by the Society for any reasonable actual expenses incurred by them on behalf of the Society as approved by resolution of the Committee.
- 18.15 Subject to the Act, this constitution and the resolutions of General Meetings, the decisions of the Committee on the interpretation of this constitution and all matters dealt with by the Committee in accordance with this constitution shall be final and binding on all Members.
- 18.16 The Committee may employ any person or company to administer or manage the affairs of the Society.
- 19. Indemnity and insurance**
- 19.1 The Society may indemnify each Officer, Member, or employee of the Society for:
- (a) liability to any person other than the Society for any act or omission in their capacity as an Officer, a Member, or an employee of the Society; or

- (b) costs incurred by the Officer, Member, or employee in defending or settling any claim or proceeding relating to that liability;

provided that this indemnity will not apply to any:

- (c) criminal liability; or
- (d) liability that arises out of a failure to act in good faith and in what the Officer, Member, or employee believed to be the best interests of the Society when acting in their capacity as an Officer, a Member, or an employee of the Society.

19.2 The Society may also indemnify an Officer, Member, or employee of the Society for any costs incurred by them in defending or settling a proceeding that relates to liability of a kind referred to in clause 19.1(c) and 19.1(d) if:

- (a) judgment is given in their favour or if they are acquitted; or
- (b) the proceeding is discontinued.

19.3 The Society may, with the prior approval of the Committee, effect insurance for an Officer, a Member, or an employee of the society in respect of:

- (a) liability (other than criminal liability) for any act or omission in their capacity as an Officer, a Member, or an employee of the Society (including any breach of duties under this constitution or the Act);
- (b) costs incurred by the Officer, Member, or employee in defending or settling any claim or proceeding relating to that liability; and
- (c) costs incurred by the Officer, Member, or employee in defending any criminal proceedings:
 - (i) that have been brought against the Officer, Member, or employee in relation to any alleged act or omission in their capacity as an Officer, a Member, or an employee; and
 - (ii) in which they are acquitted.

19.4 The Officers who vote in favour of authorising the insurance under clause 19.3 must sign a certificate stating that, in their opinion, the cost of effecting the insurance is fair to the Society.

19.5 The Officer, Member, or employee who is insured is personally liable to the Society for the cost of effecting insurance if:

- (a) the requirements of this constitution have not been complied with; or
- (b) reasonable grounds did not exist for the opinion set out in the certificate given under clause 19.4;

unless the insurance was fair to the Society at the time the insurance was effected.

20. Registered office and Contact Person

20.1 The registered office of the Society is St Bede's College, Main North Road, Papanui, Christchurch or such other place the Committee from time to time decides.

- 20.2 The Society shall have at least one (1) but no more than three (3) contact person(s) that the Registrar may contact when necessary.
- 20.3 The Society's contact person must be:
- (a) At least 18 years of age;
 - (b) Appointed by the Committee by resolution;
 - (c) Have a contact phone number and an email address which is actively monitored for communications as per the Act.
- 20.4 The contact details referred to at clause 20.3 shall be provided to Members in writing upon joining the Society.

21. Execution of documents

- 21.1 A contract or other enforceable obligation may be entered into by the Society, when authorised by a resolution of the Committee, on the following basis:
- (a) an obligation that, if entered into by a natural person, would, by law, be required to be by deed may be entered into on behalf of the Society in writing signed under the name of the society by either:
 - (i) two (2) Officers of the Society ; or
 - (ii) one (1) Officer of the Society whose signature must be witnessed;
 - (b) an obligation that, if entered into by a natural person, is, by law, required to be in writing may be entered into on behalf of the Society in writing by a person acting under the Society's express or implied authority;
 - (c) an obligation that, if entered into by a natural person, is not, by law, required to be in writing may be entered into on behalf of the Society in writing or orally by a person acting under the Society's express or implied authority.
- 21.2 A register separately recording all contracts entered into by the Society shall be kept by the Secretary.

22. Amending the constitution

- 22.1 This constitution may be amended or replaced by resolution of any General Meeting passed by a majority of those Members present and entitled to vote, provided that no amendment may be made which would alter the rules precluding Members from obtaining any personal benefit from their membership.
- 22.2 Any proposed motion to amend or replace this constitution must be given in writing to the Secretary at least seven (7) day before the General Meeting at which the motion is to be considered, accompanied by a written explanation of the reasons for the proposal.
- 22.3 At least seven (7) days before the General Meeting at which any such proposal is to be considered, the Secretary must give notice (in accordance with this constitution) to Members of the proposed motion, of the reasons for the proposal and of any recommendations from the Committee in respect of that notice.

- 22.4 Subject to clause 22.1, the Committee may amend this constitution if the amendment:
- (a) has no more than a minor effect; or
 - (b) corrects errors or makes similar technical alterations.
- 22.5 An amendment made pursuant to clause 22.4 is only valid if the Committee sends notice of the amendment to every Member stating:
- (a) the text of the amendment; and
 - (b) the right of the Member to object to the amendment; and
- the Committee receives no objection from any Member within twenty (20) working days after the date on which the Notice was sent.

23. Dispute Resolution

- 23.1 If any dispute arises between:
- (a) two or more Members; or
 - (b) two or more Officers; or
 - (c) one or more Members or Officers and the Society; and
- the dispute relates to an allegation that:
- (d) a Member or an Officer has engaged in misconduct; or
 - (e) a Member or an Officer has breached, or is likely to breach, a duty under this constitution or the Act;
 - (f) the Society has breached, or is likely to breach, a duty under this constitution or the Act;
 - (g) a Member's rights or interests as a Member have been damaged or Members' rights or interests generally have been damaged;
- then any party involved with the dispute may make a complaint to the Committee and the procedures contained in schedule 2 of the Act shall be deemed to be included in this constitution and shall apply to the resolution of the dispute.
- 23.2 The Committee shall be the decision maker responsible for resolving the dispute provided that:
- (a) If the complaint relates to one or more Officers, that Officer or those Officers must be excluded from the Committee's management of the dispute resolution process and decision making;
 - (b) If the complaint is made by one or more Officers, that Officer or those Officers must be excluded from the Committee's management of the dispute resolution process and decision making; and
 - (c) If the Committee is unable to proceed because it will not have a quorum of Officers to conduct the dispute resolution process as a consequence of clause 23.2(a) or

23.2(b), the Committee must appoint an individual who is not a Member or an Officer to manage the dispute resolution process and make a decision about the complaint.

After completing the dispute resolution processes provided for in clause 23.1, the Committee or the independent person appointed pursuant to clause 23.2(c), (the decision maker) may:

- (d) Make a finding considered by the decision maker to be fair and consistent with the evidence provided by the dispute resolution process;
- (e) In the case of a complaint against a Member, suspend the Member's membership for a defined period or terminate the Member's membership; or
- (f) In the case of a complaint against an Officer, remove the Officer from their role as an Officer (and, if the Officer is also a Member, the penalties in clause 23.2(e) could also be applied).

24. General Meetings

24.1 The Society's Annual General Meeting must be held:

- (a) not later than six (6) months after the balance date of the Society; and
- (b) not later than fifteen (15) months after the previous Annual General Meeting.

24.2 Special General Meetings may be called as follows:

- (a) By the President;
- (b) By a resolution of the Committee;
- (c) By the Secretary on receipt of a written requisition signed by not less twenty (20) Members of the Society.

24.3 At least fourteen (14) days before any General Meeting, the Secretary must send to all Members Notice of the business to be conducted at the meeting and details of the date, time and place of the meeting.

24.4 Notice of a General Meeting shall be deemed to be given effectively if the notice is included in the "Bedean" newsletter or replacement publication.

24.5 Any irregularity in the manner of calling a general meeting is waived if all the Members entitled to attend and vote at the meeting attend the meeting without protest as to the irregularity, or if all such Members agree to the waiver but in any event the failure for any reason of any Member to receive notice of a general meeting does not invalidate the meeting or its proceedings.

24.6 General meetings may be attended by all Members of whatever class of membership, but only those Members whose subscription payments are up to date are entitled to vote.

24.7 The quorum for general meetings is ten (10) Members (or a lesser amount by vote of Members present) entitled to vote present in person, or by electronic means.

24.8 All General Meetings must be chaired by the President or, in the President's absence, by the Vice-President or, in the absence of both of them, by some other Officer elected for the

purpose by the Members at the general meeting, and any such chairperson has a deliberative and casting vote.

24.9 Voting at General Meetings must be exercised as follows:

- (a) voting must be by voices, by show of hands or, on demand of the Chairperson or of any Member present, by secret ballot, and on each case each Member entitled to vote is entitled to one vote; and
- (b) unless otherwise required by this constitution, all questions must be determined by a simple majority of those present and entitled to vote; and
- (c) A resolution passed by the required majority at any General Meeting binds all Members, irrespective of whether they were present at the general meeting where the resolution was adopted or whether they voted.

24.10 The Secretary must keep minutes of each General Meeting. If the Secretary is not present at a General Meeting, the President must appoint another Officer to keep minutes of the meeting.

25. Annual General Meeting

25.1 The Notice for an Annual General Meeting must include:

- (a) an annual report from the Committee reporting on the operations and affairs of the Society during the most recently completed accounting period;
- (b) a copy of the financial statements for the Society for that period;
- (c) notice of any disclosures made to the Interests Register since the immediately preceding Annual General Meeting (including a brief summary of the matters, or types of matters, to which those disclosures relate);
- (d) a list of and information about nominees for Officer appointments;
- (e) a resolution for appointment of an auditor;
- (f) notice of proposed changes to subscriptions for Members (if any);
- (g) notice of any motions and the Committee's recommendations; and
- (h) the Committee's proposed budget for the next year.

25.2 The business of the Annual General Meeting is:

- (a) approving the minutes of the previous general meeting;
- (b) approving the Committee's annual report provided with the Notice;
- (c) approving the financial statements provided with the Notice;
- (d) election of Officers;
- (e) voting on subscription amount changes for the next financial year (if any);
- (f) voting on any motions referred to in the Notice;

- (g) approving a budget for the next financial year; and
- (h) general business.

25.3 Any Member wishing to give notice of any motion for consideration at the Annual General Meeting must forward written notice of the motion to the Secretary not less than seven (7) days before the date of the meeting. The Committee may consider all such notices of motion and provide recommendations to Members in respect of those notices.

26. Written resolution in lieu of general meeting

26.1 A written resolution is as valid as if it had been passed at a General Meeting if it is approved by no less than 75% of the number of Members who are entitled to vote.

26.2 A written resolution may consist of one or more documents in similar form (including letters, electronic mail, or other similar means of communication) each approved by or on behalf of one or more of the Members who are entitled to vote.

26.3 For the purposes of clause 26.2, a Member may give their approval by:

- (a) signing the resolution; or
- (b) giving their approval to the resolution by email or any other electronic means approved by the Committee.

27. Winding up

27.1 The Society may be put into liquidation if the Society, at a General Meeting of its Members, passes a resolution appointing a liquidator, and the resolution is confirmed at a subsequent General Meeting called together for that purpose and held not earlier than thirty (30) days after the date on which the resolution to be confirmed was passed.

27.2 The Society must be placed into liquidation (using the process specified in the previous clause) if the Society does not have the minimum number of Members required to operate as a valid society under the Act in which case the resolution required pursuant to clause 27.1 shall be deemed to be valid if signed by all of the remaining Members.

27.3 If the Society is placed into liquidation, its surplus assets, after payment of all debts, costs and liabilities, must be disposed of to the Governing Body of St Bede's College or a not-for-profit entity selected by the Members pursuant to clause 27.1.