

PERTH COLLEGE OLD GIRLS' ASSOCIATION

(ESTABLISHED 1913)

CONSTITUTION

(Confirmed and accepted 19 February 1994, amended 14 February 1998, second amendment 12 February 2000, third amendment 15 February 2003, fourth amendment 18 February 2006, fifth amendment 19 February 2011, sixth amendment 16 March 2013, seventh amendment 05 April 2014, eighth amendment 03 April 2016). Ninth Amendment 16 December 2019.

1. NAME

1.1 The name of the Association shall be Perth College Old Girls' Association (**Association**).

2. OBJECTIVES

2.1 The objects of the Association shall be to:

- (a) Keep former students of Perth College (**Old Girls**) in touch with one another and with the School; and
- (b) Positively contribute to the wellbeing of the School; and
- (c) endow such scholarships, bursaries or prizes as the Association shall from time to time determine.

(Association Objects)

2.2 Subject to the *Associations Incorporation Act 2015 (WA)* (**Act**), the Association may do all things necessary or convenient for carrying out the Association Objects in a lawful manner.

3. NOT-FOR-PROFIT

3.1 The assets and income of the Association shall be applied solely in furtherance of the Association Objects and no portion shall be distributed directly or indirectly to any member of the Association (**Member**) except as bona fide compensation for services rendered or expenses incurred on behalf of the Association.

4. MEMBERSHIP

Categories of membership

4.1 The Association shall consist of:

- (a) Life Members – Members who have paid a life membership subscription determined by the Association; and
- (b) Honorary Life Members - may be elected to such a position at an Annual General Meeting of the Association on the recommendation of the Committee.

- 4.2 Membership shall be open to any Old Girl who has attended Perth College for one (1) year or, subject to approval of the Committee, any school founded by the Sisters of the Church of similar standing to Perth College.

Becoming a Member

- 4.3 An applicant for membership of the Association becomes a Member when:
- (a) the Committee approves the applicant's application for membership; or
 - (b) an application fee is paid in respect of the applicant's membership under clause 7.

5. MEMBERSHIP REGISTER

Register of Members

- 5.1 A person authorised by the Committee must maintain a register of Members (**Register**) and ensure that the Register is up to date.
- 5.2 The Register shall contain:
- (a) the full name of each Member;
 - (b) a contact postal, residential or email address of each Member;
 - (c) the Class of Membership held by the Member; and
 - (d) the date on which the person became a Member,
- together with any other information required to be maintained in the Register by the Act.
- 5.3 Any change in membership of the Association must be recorded in the Register within twenty eight (28) days after the change occurs.
- 5.4 The Register must be kept and maintained in a suitably secure environment as determined by the Committee.

Inspecting the Register

- 5.5 A Member is able to inspect the Register free of charge, at such time and place as is mutually convenient to the Association and the Member.
- 5.6 A Member must contact the Secretary to request to inspect the Register.
- 5.7 If a Member inspecting the Register wishes to make a copy of, or take an extract from the Register, the Committee may require the Member to provide a statutory declaration setting out the purpose for which the copy or extract is required and declaring that the purpose is connected with the affairs of the Association.

Copy of the Register

- 5.8 If a Member makes a request in writing for a copy of the Register, the Committee may require the Member to provide a statutory declaration setting out the purpose for which the copy is required and declaring that the purpose is connected with the affairs of the Association.
- 5.9 The Association may charge a reasonable fee to the Member for providing a copy of the Register, the amount to be determined by the Committee from time to time.

When Using the Information in the Register is Prohibited

- 5.10 A Member must not use or disclose the information on the Register:
- (a) to gain access to information that a Member has deliberately denied them (that is, in the case of social, family or legal differences or disputes);
 - (b) to contact, send material to the Association or a Member for the purpose of advertising for political, religious, charitable or commercial purposes unless the use of the information is approved by the Committee; or
 - (c) for any other purpose unless the purpose:
 - (i) is directly connected with the affairs of the Association; or
 - (ii) relates to the provision of information to the Commissioner in accordance with a requirement of the Act.

6. THE ASSOCIATION'S BOOKS AND RECORDS

Custody of the Books of the Association

- 6.1 Except as otherwise decided by the Committee from time to time, and subject to clause 6.2, the Secretary must keep in his or her custody or under his or her control all of the Books of the Association;
- 6.2 Except as otherwise directed by the Committee from time to time, the Financial Records are to be kept under the custody or control of the Treasurer; and
- 6.3 The Books of the Association must be retained for at least seven (7) years.

Inspecting the Books of the Association

- 6.4 Subject to the Constitution, a Member is able to inspect the Books of the Association free of charge at such time and place as is mutually convenient to the Association and the Member.
- 6.5 A Member must contact the Secretary to request to inspect the Books of the Association.

- 6.6 The Member may copy details from the Books of the Association but has no right to remove the Books of the Association for that purpose.

Prohibition on Use of Information in the Books of the Association

- 6.7 A Member must not use or disclose information in the Books of the Association except for a purpose:
- (a) that is directly connected with the affairs of the Association; or
 - (b) related to the provision of the information to the person designated as the Commissioner under the Act, in accordance with a requirement of the Act.

Returning the Books of the Association

- 6.8 Outgoing Committee Members are responsible for transferring all relevant assets and Books of the Association to the new Committee within 14 days of ceasing to be a Committee Member.

7. MEMBERSHIP FEES

- 7.1 Membership fees shall be such sums as may be determined from time to time by a resolution passed by a majority present and voting at any general meeting of the Association (**General Meeting**).

8. PATRON

- 8.1 The Principal of the College shall be Patron of the Association.

9. COMMITTEE

- 9.1 The Committee of the Association shall be elected each year at the Annual General Meeting and shall consist of:
- (a) The President;
 - (i) The President preferably has been a member of the Association for at least three (3) years and a member of the Committee for not less than one (1) year, preferably within the preceding three (3) years;
 - (ii) The President shall not hold office for more than four (4) consecutive years. In extraordinary circumstances and at the discretion of the Members, the President may hold office for longer than four consecutive years; and
 - (iii) The Retiring President shall ipso facto be a member of the Committee during the next ensuing year.
 - (b) One Vice President;

- (i) The Vice President shall preferably have been a Member of the Association for at least three (3) years.
- (c) The Secretary;
 - (i) The Secretary shall preferably have been a Member of the Association for three (3) years and a Member of the Committee for not less than one (1) year.
- (d) The Treasurer;
 - (i) The Treasurer shall preferably have been a Member of the Association for three (3) years and a Member of the Committee for not less than one (1) year.
- (e) The Association's Representative on the Perth College Council;
 - (i) The Association's Representative on the Perth College Council shall preferably have been a member of the Association for at least three (3) years and a Member of the Committee for not less than one (1) year.
 - (ii) The Association's Representative on the Perth College Council's term of office shall be three (3) years and they shall serve no more than three (3) consecutive terms of office.
- (f) The Myalla (OGA Journal) Editor; and
- (g) The Association's Representative on the Perth College Foundation;
 - (i) The Association's Representative on the Perth College Foundation shall have been a member of the Association for at least three (3) years and preferably a Member of the Committee for not less than one (1) year.
 - (ii) The Association's Representative on the Perth College Foundation's term of office shall be three (3) years and they shall serve no more than three (3) consecutive terms of office.

9.2 The Committee:

- (a) shall not have less than four (4) and not more than seven (7) members of the Association; and
- (b) may at any time during the year co-opt members who shall hold office until the end of the next Annual General Meeting.

9.3 Nominations for membership of the Committee may be made in writing prior to or verbally at an Annual General Meeting.

9.4 All Committee Members shall be eligible for re-election.

10. **CASUAL VACANCIES**

10.1 The office of an elected member of the Committee shall become vacant if they:-

- (a) are absent from three (3) consecutive meetings of the Committee without being granted leave of absence by the Committee; or
- (b) resign their office by notice in writing to the Committee.

10.2 Any casual vacancy shall be filled by the Committee appointing a Member to hold office until the conclusion of the next ensuing Annual General Meeting.

11. **COMMITTEE MEETINGS**

11.1 Meetings of the Committee shall be held from time to time as the Committee may determine with a minimum of six (6) meetings per calendar year.

11.2 The President may at any time and shall at the written request of three (3) Members of the Committee convene a Committee meeting.

11.3 The Secretary shall give all Committee Members at least seven (7) days' notice of all meetings of the Committee.

11.4 Seven (7) Members shall constitute a quorum at a Committee meeting.

11.5 The presence of a Committee Member at a Committee meeting need not be by attendance in person but may be by that Committee Member and each other Committee Member at the meeting being simultaneously in contact by telephone or other means of instantaneous communication

11.6 The Secretary or a person authorised by the Committee from time to time must keep minutes of the resolutions and proceedings of all Committee Meetings together with a record of the names of persons present at each meeting.

11.7 In the absence of the President or Vice President, a person authorised by the Committee from time to time shall be appointed to chair a Committee meeting.

12. **POWERS OF COMMITTEE**

12.1 The management of the affairs of the Association shall be vested in the Committee subject to the control of the Association in General Meeting and in particular the Committee may:

- (a) open and operate such accounts with such financial institutions as it may from time to time determine and authorise the manner in which, and the persons by whom, such accounts shall be operated. Accounts with institutions other than Banks and Building Societies must be in line with Association's investment strategy. Signatories to such accounts shall be the President, Treasurer and two (2)

Committee Members nominated by the Committee, any two (2) of whom must sign any cheques or other required documents;

- (b) from time to time appoint such sub-committees for such purposes and with such powers and authorities as it may determine, provided however:
 - (i) there shall be at least one (1) Member of the Committee on each sub-committee appointed;
 - (ii) all sub-committees shall be responsible to the Committee and shall report to it as and when requested;
 - (iii) no sub-committee shall enter into any financial commitment without the express authority of the Committee; and
 - (iv) the President shall be automatically ex officio on any sub-committees if they so desire.
- (c) organise such functions and meetings of the Association as it thinks desirable.

12.2 The Committee shall appoint an Executive Committee comprising the President, the Vice President, Treasurer, Secretary and one (1) elected Committee Member.

13. **DUTIES OF OFFICERS**

13.1 The President, or in their absence, the Vice President shall preside at all meetings of the Association and the Committee, and in the case of equality of votes shall have a casting vote.

13.2 The President shall prepare a report on the Association's activities for presentation at the Annual General Meeting.

13.3 The Vice President shall assist the President at all meetings of the Association and of the Committee.

13.4 The Secretary shall be responsible for recording and distribution of minutes of Committee Meetings, correspondence on behalf of the Committee, and all other duties as requested by the Executive Committee.

13.5 The Treasurer shall receive all monies due to the Association, pay the same into the accounts of such financial institutions as may be approved by the Committee and prepare all cheques covering expenditure incurred by the Association. The Treasurer shall keep a correct account of all monies received and expended and submit the books of account each year to the auditor of the Association, and shall submit to the Annual General Meeting a report together with an audited statement of Receipts and Expenditure for the preceding year.

- 13.6 The Council Representative shall attend Council meetings of the Perth College Council and report relevant information to the Committee. They shall prepare a report for presentation to the Annual General Meeting of the Association.
- 13.7 The Myalla Editor shall prepare the Association newsletter as required by the Committee, which will include such matters as the Committee desire with a minimum of two (2) editions per calendar year.
- 13.8 The Association's Representative on the Perth College Foundation shall attend meetings of the Perth College Foundation and report relevant information to the Committee. They shall prepare a report for presentation to the Annual General Meeting of the Association.

14. **SCHOLARSHIPS AND BURSARIES**

- 14.1 Any scholarship or bursary established by the Association shall be administered by three (3) Bursary Trustees who shall be:
- (a) the President for the time being;
 - (b) the Treasurer for the time being; and
 - (c) the Association's Representative on the Perth College Foundation.
- 14.2 The Old Girls' Scholarship shall be known as "The Old Girls' Association Sisters' Memorial Bursary" (**Sisters' Memorial Bursary**) and shall be awarded annually by the Perth College Foundation Inc. on the advice of the Bursary Trustees.
- (a) All daughters and grand-daughters of Old Girls who are Members of the Association at the time of application (or, if the nominated Old Girl is deceased, was a Life Member at the time of death) are eligible to apply for the Sisters' Memorial Bursary.
 - (b) Applicants shall sit for the Council Scholarship Examination and attend an interview with the Bursary Trustees.
 - (c) Each Sisters' Memorial Bursary shall be tenable for six (6) years commencing in Year 7 providing that the successful applicant shall have made, in the opinion of the Principal of Perth College and the Bursary Trustees, satisfactory progress, with progress to be verified in writing each year by the Principal.
 - (d) The successful applicant shall be selected bearing in mind their ability to make an all-round contribution to Perth College.
 - (e) A nominator of the Sisters' Memorial Bursary applicant is required to be a Life Member of the Association.
- 14.3 The Bessie And Emma Cotton Memorial Scholarship

- (a) The following terms are in accordance with the last Will and Testament of the late Emma Bessel-Browne dated the 7th day of October 1983:
 - (i) This fund is to be used for scholarships to be granted when required (not necessarily annually) for senior school students of parents who are in financial difficulty to the extent that the students would not be able to continue at Perth College.
 - (ii) The Bessie and Emma Cotton Memorial Scholarship will be administered by the three (3) Bursary Trustees, with the Old Girls' Association Council Representative as advisor, in consultation with the Principal of Perth College.
 - (iii) The recipients will be judged and selected by the Bursary Trustees described above at their discretion according to the degree that the student or students exhibit qualities of leadership and concern for others.

15. ANNUAL GENERAL MEETING

- 15.1 The Annual General Meeting shall until otherwise determined by an Annual General Meeting or Extraordinary Meeting be held within ninety (90) days of the commencement of the Perth College school year.
- 15.2 Notice of such meeting shall be given at least fourteen (14) days prior to the date of such meeting to:
 - (a) all Members of the Association by email, on the OGA website and in the "Myalla".
- 15.3 The business of the Annual General Meeting shall be to receive:
 - (a) the President's Report on behalf of the Committee;
 - (b) the Treasurer's Report for the preceding year;
 - (c) the Council Report and any other relevant reports;
 - (d) the Foundation Report; and
 - (e) the minutes of the last Annual General Meeting.
- 15.4 The Members present at the Annual General Meeting shall elect all officers for the ensuing year, including an Auditor and, if required, a Legal Advisor and each third year, one (1) Association's Representative on the Perth College Foundation and one (1) Perth College Council Representative.
- 15.5 The Members may deal with such other business as they consider desirable.

16. EXTRAORDINARY GENERAL MEETING

- 16.1 An Extraordinary General Meeting may be convened at any time upon the written request of any two (2) Committee Members or of not less than **10%** of members of the Association.
- 16.2 Such request shall set out the purpose for which such meeting is required to be held.
- 16.3 At least fourteen (14) days notice of any such meeting and of the purpose for which it is convened shall be given to all Members.
- 16.4 No business other than that stated in such notice shall be considered at an Extraordinary General Meeting.
- 16.5 A majority of votes will determine an ordinary resolution.
- 16.6 Subject to the Constitution, each Member has one vote at a General Meeting of the Association.
- 16.7 A person casts a vote at a meeting either by:
- (a) voting at the meeting either in person or
 - (b) by proxy.

17. **QUORUM**

- 17.1 Twenty five (25) Members shall form a quorum at any Annual or Extraordinary General Meeting.

18. **FINANCIAL YEAR OF THE ASSOCIATION**

- 18.1 The financial year of the Association will be the period of 12 months commencing on 1 January and ending on 31 December of each year.

19. **AMENDMENT OF CONSTITUTION**

- 19.1 This Constitution shall not be amended unless notice of intention to move an amendment is given to all Members of the Association by email or publication in the “Myalla” and on the OGA website at least fourteen (14) days before an Annual General Meeting or Extraordinary General Meeting of the Association and such amendments(s) is passed by a three quarter majority of Members present and voting.

20. **DISPUTES**

Application of Clause

- 20.1 The procedure set out in this clause (the grievance procedure) applies to disputes:
- (a) between Members; or
 - (b) between one or more Members and the Association.

Parties to attempt to resolve dispute

20.2 The parties to a dispute must attempt to resolve the dispute between themselves within fourteen (14) days after the dispute has come to the attention of each party.

How grievance procedure is started

20.3 If the parties to a dispute are unable to resolve the dispute between themselves within the time required by clause 20.2, any party to the dispute may start the grievance procedure by giving written notice to the Secretary of:

- (a) the parties to the dispute; and
- (b) the matters that are the subject of the dispute.

20.4 Within twenty eight (28) days after the Secretary is given the notice, a Committee Meeting must be convened to consider and determine the dispute.

20.5 The Secretary must give each party to the dispute written notice of the Committee Meeting at which the dispute is to be considered and determined at least seven (7) days before the meeting is held.

20.6 The notice given to each party to the dispute must state:

- (a) when and where the Committee Meeting is to be held; and
- (b) that the party, or the party's representative, may attend the meeting and will be given a reasonable opportunity to make written or oral (or both written and oral) submissions to the Committee about the dispute.

20.7 If:

- (a) the dispute is between one or more Members and the Association; and
- (b) any party to the dispute gives written notice to the Secretary stating that the party:
 - (i) does not agree to the dispute being determined by the Committee; and
 - (ii) requests the appointment of a mediator,

the Committee must not determine the dispute.

Determination of dispute by Committee

20.8 At the Committee Meeting at which a dispute is to be considered and determined, the Committee must:

- (a) give each party to the dispute, or the party's representative, a reasonable opportunity to make written or oral (or both written and oral) submissions to the Committee about the dispute;
 - (b) give due consideration to any submissions so made; and
 - (c) determine the dispute.
- 20.9 The Committee must give each party to the dispute written notice of the Committee's determination, and the reasons for the determination, within seven (7) days after the Committee Meeting at which the determination is made.
- 20.10 A party to the dispute may, within fourteen (14) days after receiving notice of the Committee's determination under clause 20.9, give written notice to the Secretary requesting the appointment of a mediator.
- 20.11 If notice is given under clause 20.10, each party to the dispute is a party to the mediation.

21. **Mediation**

- 21.1 This clause applies if written notice has been given to the Secretary requesting the appointment of a mediator by a party to a dispute under clause 20.7 or clause 20.9.
- 21.2 If this clause applies, a mediator must be chosen or appointed under clause 22.

22. **Appointment of mediator**

- 22.1 The mediator must be a person chosen by agreement between the parties to the dispute.
- 22.2 If there is no agreement for the purposes of clause 22.1, then, subject to clauses 22.3 and 22.4 the Committee must appoint the mediator.
- 22.3 The person appointed as mediator by the Committee must be a person who acts as a mediator for another not-for-profit body, such as a community legal centre, if the appointment of a mediator was requested by:
- (a) a party to a dispute under clause 20.7; or
 - (b) a party to a dispute under clause 20.10 and the dispute is between one or more members and the Association.
- 22.4 The person appointed as a mediator by the Committee may be a Member or former Member of the Association but must not:
- (a) have a personal interest in the matter that is the subject of the mediation; or
 - (b) be biased in favour of or against any party to the mediation.

23. **Mediation process**

- 23.1 The parties to the mediation must attempt in good faith to settle the matter that is the subject of the mediation.
- 23.2 Each party to the mediation must give the mediator a written statement of the issues that need to be considered at the mediation at least five (5) days before the mediation takes place.
- 23.3 In conducting the mediation, the mediator must:
- (a) give each party to the mediation every opportunity to be heard;
 - (b) allow each party to the mediation to give due consideration to any written statement given by another party; and
 - (c) ensure that natural justice is given to the parties to the mediation throughout the mediation process.
- 23.4 The mediator cannot determine the matter that is the subject of the mediation.
- 23.5 The mediation must be confidential, and any information given at the mediation cannot be used in any other proceedings that take place in relation to the matter that is the subject of the mediation.
- 23.6 The costs of the mediation are to be paid by the party or parties to the mediation that requested the appointment of the mediator.

24. **If mediation results in decision to suspend or expel being revoked**

- 24.1 If, as a result of the mediation, the decision to suspend the Member's membership or expel the Member is revoked, that revocation does not affect the validity of any decision made at a Committee meeting or General Meeting during the period of suspension or expulsion.

25. **DISSOLUTION**

- 25.1 In the event of the Association being dissolved, the amount that remains after such dissolution and the satisfaction of all debts and liabilities shall be transferred to the Perth College Foundation Inc. in the first instance or to Perth College.