

# North Sydney Girls' High School Old Girls' Union Inc.

## Constitution

### 1. Definitions

In these rules:

**The Act** means the *Associations Incorporation Act* ~~1984~~[2009](#).

**Grossman Bursary Fund** means a bursary fund set up to provide assistance to senior students in years 11 and 12 in financial need at North Sydney Girls' High School.

**The Regulation** means the *Associations Incorporation Regulation* ~~1999~~[2010](#).

**Commissioner** means the Commissioner of the Office of Fair Trading.

**Union** means the North Sydney Girls' High School Old Girls' Union Inc., independent of North Sydney Girls High School.

### 2. Name

The name of the association is to be the North Sydney Girls' High School Old Girls' Union Inc.

### 3. Objects

The objects of the Union are:

- a) To promote friendship amongst ex-students of North Sydney Girls' High School.
- b) To provide an organisation through which the school may be served, including an annual donation to the Grossman Bursary Fund.
- c) To stand for community service wherever possible, including an annual donation to a charity as agreed to by the ~~committee~~[Committee](#) of the Union.

### 4. Membership

#### (1) Membership qualifications

A person is qualified to be a member of the Union if the person is:

- a) An ex-student of North Sydney Girls' High School; or
- b) A member or ex-member of the staff of North Sydney Girls' High School; or
- c) A person ~~referred to in s 15(1) (a), (b) or (c) of the Act~~ who was a member of the Union immediately before the date of incorporation of the Union, and has not ceased to be a member of the Union at any time after incorporation of the Union under the *Act*.

#### (2) Admission to membership

An application for membership of the Union:

- ~~a) (i) must be made in writing on the form set out in Appendix 1 to these rules; and~~
- ~~(ii) must be lodged with the membership secretary of the Union.~~
- a) b) As soon as practicable, after receiving an application for membership, the membership secretary must, in writing, request the nominee to pay (within the period of 28 days after receipt by the nominee of the notification) the sum payable under these rules by a member as annual subscription. must be made in writing on

the form as amended from time to time set out in Appendix 1 to these rules and accompanied by payment, either by cheque, postal order or electronic transfer; and lodged with the Membership Secretary of the Union.

b) ~~e)~~ The ~~membership secretary~~ Membership Secretary must, on receiving verification of payment by the nominee ~~of the amount referred to in Rule 4(2)(b) within the period referred to in that provision~~, enter the nominee's name in the register of members and, on the name being so entered, the nominee becomes a member of the Union.

c) By paying for membership of the Union, the nominee agrees to be bound by the Union's Constitution.

### (3) **Honorary Membership**

Honorary membership is to be conferred on a patron or any other person nominated in writing by any member of the Union and elected by the ~~committee~~ Committee.

## 5. **Register of members**

A register of members is to be established and maintained by the Union.

## 6. **Patron**

There is to be at least one patron who is to be the ~~principal~~ Principal of North Sydney Girls' High School and, if considered necessary, any other person nominated in writing by any member of the Union and elected by the ~~committee of the Union~~ Committee.

## 7. **Members' Liabilities**

To the maximum extent permitted by law, 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 membership of the Union as required by Rule 10.

## 8. **Resolution of internal disputes**

- a) Disputes between members (in their capacity as members) of the Union, and disputes between members and the Union, are to be referred to a community justice centre for mediation in accordance with the *Community Justice Centres Act 1983*.
- b) At least seven days before a mediation session is to commence, the parties are to exchange statements of the issues that are in dispute between them and supply copies to the mediator.

## 9. **Disciplining of members**

- a) A member may be expelled from membership of the Union (or otherwise disciplined) by the ~~committee~~ Committee if, in the opinion of the ~~committee~~ Committee after affording the member an opportunity of offering an explanation of her/his conduct, the conduct is regarded as being detrimental to the interests of the Union.

- b) A member who wishes to appeal against a decision expelling or otherwise disciplining her/him may do so by notifying the Membership Secretary in writing that she/he wishes the decision to be reviewed at the next ~~general meeting~~General Meeting of the Union.

## 10. Fees and subscriptions

- a) ~~The membership fee of the Union is to be not less than \$1.00 per annum.~~ Anyone eligible for ~~ordinary~~ membership of the Union may become a life member for life on payment of a fee ~~of not less than \$12.00 as stipulated on the form, as amended from time to time, set out in Appendix 1.~~ Any increase to the fee is to be decided at an ~~annual general meeting~~Annual General Meeting on recommendation of the ~~committee~~Committee.
- b) The financial year is to be from 1<sup>st</sup> January to 31<sup>st</sup> December the same year. A member is to be deemed financial only after payment of the fee ~~for the current year.~~

## 11. Committee

- a) The administrative authority of the Union is to be vested in a ~~committee~~Committee elected by the members at the Annual General Meeting.
- b) The ~~committee~~Committee of the Union is to consist of not less than 10 members of which:
- (i) the PRESIDENT is to be an ex-student of the school;
  - (ii) the two VICE PRESIDENTS are to be ~~member~~ex-students of the Unionschool;
  - (iii) the TREASURER is to be an ex-student of the school;
  - (iv) the MEMBERSHIP SECRETARY is to be an ex-student of the school;
  - (v) the MINUTE SECRETARY is to be an ex-student of the school;
  - (vi) ~~(v)~~ one is to be a representative from the year immediately preceding the ~~annual general meeting~~Annual General Meeting of the Union.

These ~~committee~~Committee members are to hold office for a term of one year and perform the duties ordinarily pertaining to their respective positions on the ~~committee~~Committee, as stated in Appendix 2, as amended from time to time. All retiring members are to be eligible for re-election.

- c) The executive of the Union is to consist of the President, Membership Secretary, Minute Secretary and Treasurer.
- d) Secretaries and treasurers of any sub-committee of the Union are to meet with the general ~~committee~~Committee and are to be responsible to it. The President, ~~Secretary~~Secretaries and Treasurer of the Union are to be ex-officio members of all sub-committees.
- e) For the purposes of these rules, a casual vacancy in the office of a member of the ~~committee~~Committee occurs if the member:
- (i) dies; or
  - (ii) ceases to be a member of the Union; or
  - (iii) becomes an insolvent under administration within the meaning of the *Corporations Act 2001* of the Commonwealth; or

- (iv) resigns office by notice in writing given to the Membership Secretary; or
- (v) becomes a mentally incapacitated person.
- f) If a casual vacancy occurs in the membership of the ~~committee~~Committee, the ~~committee~~Committee may appoint a member of the Union to fill the vacancy and the member so appointed is to hold office, subject to these rules, until the conclusion of the ~~annual~~Annual General Meeting next following the date of the appointment.
- g) Members of the ~~committee~~Committee who are absent from three consecutive meetings of the ~~committee~~Committee without apology are to be deemed retired, but such members are eligible for re-election at the Annual General Meeting of the Union.
- h) The ~~committee~~Committee of the Union is to meet as required. Five members are to form a quorum.

## 12. Powers of the Committee

The ~~committee~~Committee of the Union is to be called the ~~committee of management of the Union and, Committee, and~~ subject to the *Act*, the Regulation and these rules and to any resolution passed by the Union in ~~general meeting~~General Meeting:

- 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 these rules to be exercised by a ~~general meeting~~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~~Committee to be necessary or desirable for the proper management of the affairs of the Union.

## 13. General Meetings

- (1) There is to be an ~~annual general meeting~~Annual General Meeting in the first half of each year. Other meetings including other ~~general meetings and special general meetings~~General Meetings and Special General Meetings and/or social functions are to be held when decided by the ~~committee~~Committee. Five financial members are to form a quorum.
- (2)
  - a) Except if the nature of the business proposed to be dealt with at a ~~general meeting~~General Meeting requires a special resolution of the Union, the Minute Secretary must, at least 14 days before the date fixed for the holding of the ~~general meeting~~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.
  - b) If the nature of the business proposed to be dealt with at a ~~general meeting~~General Meeting requires a special resolution of the Union, the Minute Secretary must, at least 21 days before the date fixed for the holding of the ~~general meeting~~General Meeting, cause notice to be given to each member specifying, in addition to the

matter required under Rule 13(2)(a), the intention to propose the resolution as a special resolution.

- c) No business other than that specified in the notice convening a ~~general meeting~~General Meeting is to be transacted at the meeting except, in the case of an ~~annual general meeting~~Annual General Meeting, business which may be transacted under Rule 13(1).
- d) A member desiring to bring any business before a ~~general meeting~~General Meeting may give notice in writing of that business to the Minute Secretary, who must include that business in the next notice calling a ~~general meeting~~General Meeting given after receipt of the notice from the member.

(3)

- a) A question arising at a ~~general meeting~~General Meeting of the Union is to be determined on a show of hands and, unless before or on the declaration of the show of hands a poll is demanded, a declaration by the chairperson 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.
- b) At a ~~general meeting~~General Meeting of the Union, a poll may be demanded by the chairperson or by at least three members present at the meeting.
- c) If a poll is demanded at a ~~general meeting~~General Meeting, the poll must be taken:
  - (i) immediately in the case of a poll which relates to the election of the chairperson of the meeting or to the question of an adjournment; or
  - (ii) in any other case, in such manner and at such time before the close of the meeting as the chairperson directs, and the resolution of the poll on the matter is taken to be the resolution of the meeting on that matter.

(4)

- A resolution of the Union is a special resolution:
- a) if it is passed by a majority which comprises at least three-quarters of such members of the Union as, being entitled under these rules so to do, vote in person at a ~~general meeting~~General Meeting of which at least 21 days written notice specifying the intention to propose the resolution was given in accordance with these rules; or
  - b) where it is made to appear to the Commissioner that it is not practicable for the resolution to be passed in the manner specified in Rule 13(2)(b), if the resolution is passed in a manner specified by the Commissioner.

(5)

- a) On any question arising at a ~~general meeting~~General Meeting of the Union a member has one vote only.
- b) All votes must be given personally. Proxy voting must not be undertaken at or in respect of a General Meeting.

- c) In the case of an equality of votes on a question at a ~~general meeting~~General Meeting, the chairperson of the meeting is entitled to exercise a second or casting vote.
- d) A member is not entitled to vote at any ~~general meeting~~General Meeting of the Union unless all money due and payable by the member to the Union has been paid, ~~other than the amount of the annual subscription payable in respect of the current year.~~

#### **14. Postal ballots**

- a) The Union may hold a postal ballot to determine any issue or proposal (other than an appeal under Rule 9).
- b) A postal ballot is to be conducted in accordance with Schedule 3 to the Regulation.

#### **15.14. Funds**

- a) The funds of the Union are to be derived from memberships, donations, social functions, sale of memorabilia, bank interest and, subject to any resolution passed by the Union in ~~general meeting~~General Meeting, such other sources as the ~~committee~~Committee determines.
- b) All money received by the Union is to be deposited as soon as practicable, and without deduction, to the credit of the Union's bank account.
- c) The Union must, as soon as practicable after receiving any money, ~~issue an appropriate~~acknowledge receipt of payment in writing.
- d) Subject to any resolution passed by the Union in the ~~general meeting~~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~~Committee determines.
- e) All cheques and other negotiable instruments are to be signed by any two of the designated signatories. The signatories are to be the ~~President, Secretary and Treasurer~~members of the executive of the Union.
- f) All accounting books are to be audited annually.

#### **~~15. Grossman Bursary Fund~~**

~~All property belonging to the Grossman Bursary Fund is to be vested in not more than five trustees on behalf of the Union and is to be held by them subject to any directions contained in a resolution passed by a majority of members present and voting at a general meeting. Such trustees are not to retire annually, but in the event of any vacancy occurring, the position is to be filled by the committee formed under Rule 11.~~

#### **16. Alteration of objects and rules**

The constitution is not to be altered or amended, except by a resolution passed at a ~~general meeting~~General Meeting in the following way:

- a) The proposed resolution is to be given in writing to the Minute Secretary, discussed by the ~~committee~~Committee prior to the meeting, and given in full in the notice summoning the meeting in accordance with Rule 13(2)(b).
- b) At least 75% of the financial members present must vote in favour of the resolution.

### 17. Custody of books

Except as otherwise provided by these rules, the ~~Public Officer~~Treasurer, Minute Secretary and Membership Secretary must keep must keep in her/~~his~~ custody or under her/~~his~~ control, all records, books and other documents relating to the Union.

### 18. Inspection of books

The records, books and other documents of the Union must be open for inspection, free of charge, by a member of the Union at any reasonable hour.

### ~~19. Common Seal~~

- ~~a) The common seal of the Union must be kept in the custody of the Public Officer.~~
- ~~b) The common seal must not be affixed to any instrument except by the authority of the committee. The affixing of the common seal must be attested by the signatures either of two members of the committee or of one member of the committee and of the Public Officer.~~

### ~~19.20. Winding up~~

If the Union is wound up, the liquidator must either:

- a) distribute the whole of any property of the Union to the ~~principal~~Principal of North Sydney Girls' High School in such manner as to preserve the Grossman Bursary Fund or to the ~~principal~~Principal of any successor to North Sydney Girls' High School; or
- b) if North Sydney Girls' High School no longer exists and there is no successor to North Sydney Girls' High School, distribute the whole of any property of the Union to a charitable organisation providing financial assistance to disadvantaged female students in public secondary schools in NSW.

### ~~20.21. Indemnity~~

- (1) In this Rule ~~21~~20 **Indemnified Person** means any person who is or has been a member or ~~committee~~Committee member of the Union and who acts or has acted on behalf of and with the authority of the Union.
- (2) To the extent permitted by law, each Indemnified Person is indemnified out of the funds of the Union against any loss, liability, claim or cost incurred in defending or resisting (or otherwise in connection with) proceedings, whether civil or criminal or of an administrative or investigatory nature, in which the person becomes involved because of that capacity, in each case other than as a result of her or his own dishonesty or unlawful act.
- (3) To the extent permitted by law, each Indemnified Person is immune and excused from any liability or claim to which the Indemnified Person may otherwise be subject in her or his capacity as such, other than a claim or liability resulting from her or his own dishonesty or unlawful act.
- (4) The Union may pay or agree to pay, a premium for a contract insuring a person who is or has been an Indemnified Person against liability

incurred by the person in that capacity, including a liability for legal costs, unless:

- a) the Union is forbidden by statute to pay or agree to pay the premium; or
  - b) the contract would, if the Union paid the premium, be made void by statute.
- (5) The Union may enter into an agreement with an Indemnified Person (or former Indemnified Person) with respect to the matters covered by Rules ~~2120~~(1) to ~~2120~~(4)(b). An agreement entered into pursuant to this Rule ~~2120~~(5) may include provisions relating to rights of access to the books of the Union conferred by the *Corporations Act 2001* (Commonwealth) or otherwise by law.

## **21. The Grossman Bursary Fund**

- a) The Union shall set up and maintain a fund to be known as "The Grossman Bursary Fund", vested in and administered by not less than three and not more than five trustees.
- b) The Principal for the time being of North Sydney Girls High School and the President for the time being of the Union shall ex officio (and if willing to accept such office) be trustees of The Grossman Bursary Fund.
- c) Additional trustees shall be elected by the Committee and shall hold office until resignation or removal by the Committee.
- d) The Grossman Bursary Fund shall be obtained by donation or as the Committee decides.
- e) The Grossman Bursary shall be given to a successful Year 11 applicant for two years or successful Year 12 applicant for the final year and not less than seven hundred and fifty dollars (\$750) per annum shall be made available as a Bursary to any one pupil.
- f) Any student at North Sydney Girls High School who has obtained a pass in the Record of School Achievement or equivalent and desires a Grossman Bursary shall make application to the trustees who, after duly considering the applications, will award the Grossman Bursary subject to the following conditions:
  - i) The student must enter Year 12 of the School course (one year after the Record of School Achievement or equivalent) otherwise the money is liable to be forfeited for the last year. The trustees may grant an extension of the time provided that such extension be justified by extenuating circumstances;
  - ii) The student must undertake to sit the Higher School Certificate Examination;
  - iii) The student shall submit sufficient evidence to show that the aid of the Grossman Bursary would assist her to continue her studies;
  - iv) The Grossman Bursary may be held in conjunction with any other bursary, scholarship or grant;
  - v) The Grossman Bursary will be granted on account of financial need in conjunction with such other qualities as the trustees may decide;
- g) If the student shall die or retire from studies for any reason or if it be determined by the trustees that she is not carrying out the conditions of



- the Grossman Bursary, the same shall become vacant and funds, if any, shall become funds for another Grossman Bursary. In such circumstances the Principal shall inform the trustees.
- h) There shall be no contract or obligation as between the persons providing or administering the Grossman Bursary and the student and no person shall be authorised to bind the Grossman Bursary, its contributors, trustees or administrators by any agreement with any such student or intended Grossman Bursary holder.
  - i) The money of the Grossman Bursary shall be banked in the name The Grossman Bursary Fund in an account which must be operated by any two of the trustees; provided that any such moneys may be invested by the trustees from time to time in any investment permitted by law for the investment of trust funds. Any changes to the investment of the Grossman Bursary Fund shall be put to vote and approved by the Committee.
  - j) Any one or more of the trustees (except the Principal and President as mentioned in 21(b)) may be removed by majority vote of the Committee.
  - k) A trustee may retire at any time by giving 14 days notice to the Committee and upon executing any documents necessary to place the new trustee or the Committee in possession of the trust funds.
  - l) Any trustee who is removed shall upon demand execute any documents and do any act or thing necessary for vesting the trust funds in the other or new trustees or in the Committee.
  - m) Any trustee holding office or retiring from office or being removed from office shall conform in all things with the directions of the Committee.
  - n) The trustees shall keep books of account and such books shall be the property of the Committee and shall be produced at the Committee meetings whenever required. The books shall be audited annually at the same time as the Union's accounts.
  - o) The Grossman Bursary money shall be paid to the Grossman Bursary recipient in one instalment per year, preferably near the beginning of first term.
  - p) The trustees shall not be bound to award the Grossman Bursary every year.
  - q) The trustees, at their discretion, may award more than one Grossman Bursary in any one year.
  - r) At no time will the identity of a bursar be revealed to any persons other than the trustees and the Union's auditor.
  - s) All property belonging to the Grossman Bursary Fund is to be vested in the trustees on behalf of the Union and is to be held by them subject to any directions contained in a resolution passed by a majority of members present and voting at a General Meeting. Such trustees are not to retire annually, but in the event of any vacancy occurring, the position is to be filled by the Committee formed under Rule 11.