

# Articles of Association of St Peter's Woodlands Old Scholars' Association Incorporated

15 October 2012

## Definitions

In these articles, the following definitions apply:

*The Association* means St Peter's Woodlands Old Scholars' Association Incorporated.

*Woodlands* means the former Woodlands Church of England Girls Grammar School, Woodlands Anglican School for Girls and Woodlands Incorporated, of Glenelg, South Australia.

*Former St Peter's* means the former St Peter's Glenelg Parish Day School and St Peter's Glenelg Anglican Grammar School, South Australia.

*St Peter's Woodlands* means St Peter's Woodlands Grammar School of Glenelg, South Australia.

*The Act* means the Associations Incorporation Act (1985) SA, as amended from time to time.

## 1 Name

The name of the Association is "St Peter's Woodlands Old Scholars' Association Incorporated".

## 2 Objects

The objects of the Association are:

- a) To promote unity and good fellowship amongst all members being the old scholars of Woodlands, former St Peter's and St Peter's Woodlands.
- b) To protect the memorabilia and records of Woodlands, former St Peter's and St Peter's Woodlands and to preserve the memory of Woodlands, former St Peter's, their old scholars and their communities.
- c) To promote the provision of prizes to the students of St Peter's Woodlands, to encourage the pursuit of excellence in academic, artistic and sporting activities.
- d) To continue to provide the Elaine Balfour Ogilvy Scholarship and to continue the Millington Bursary at the discretion of the committee.
- e) Generally to effect all or any lawful things incidental or conducive to the attainment of such objects in accordance with these rules.

## 3 Powers

The Association shall have all the powers conferred by section 25 of the Act.

#### **4 Membership**

Membership of the Association shall be limited to old scholars of Woodlands, former St Peter's and St Peter's Woodlands Grammar School.

Those eligible to be Associate members of the Association are the Principals, teachers, staff formerly employed by Woodlands, former St Peter's and St Peter's Woodlands and the parents of past students of Woodlands, former St Peter's and St Peter's Woodlands.

There are four types of membership:

- a) Life members
- b) Annual members
- c) Associate members
- d) Honorary Life members

The committee shall have the right to refuse any membership application, but the applicant shall have the right to appeal at a general meeting.

#### **5 Fees**

- a) Each member shall pay a subscription fee, according to their type of membership, as shall be determined by the committee.
- b) Each member shall pay an administration fee, without regard to their type of membership, as determined by the committee. An administration fee may be levied to cover the costs of administration, postage and/or printing.
- c) Fees shall be due and payable at such time as the committee shall determine.

#### **6 Resignation of member**

Any member may resign his or her membership at any time by writing to the Secretary, and shall immediately cease to be a member of the Association, but no such resignation shall relieve any member from any outstanding financial obligation at the time of resignation.

#### **7 Non-financial member**

The committee may cause notice demanding payment to be sent to any member who has an overdue financial obligation to the Association. Unless payment is received within 60 days from the posting or the sending of such notice, that member's membership may be terminated. Termination of membership in accordance with this clause does not discharge the outstanding obligation.

#### **8 Cancellation of membership**

If any member shall be guilty of conduct which, in the opinion of the committee, makes it undesirable for such a member to continue as a member of the Association, the committee may cancel his or her membership, provided that the committee gives the member not less than 14 days notice of its intention to do so.

## **9 Voting members**

The right to vote at any meeting of the Association is granted only to Life members (including Honorary Life members), and Annual members.

A member who has an overdue financial obligation to the Association shall lose the right to vote until such time as the obligation has been discharged.

## **10 Management**

- a) The general management and control of the Association and its funds shall be vested in the committee. The committee shall have full power and authority to take any proceedings and do and perform all such matters and things as shall be necessary to carry out the objects of the Association. The committee shall have the power and authority to invest any of the funds of the Association as it sees fit and apply the income from such investments towards the objects of the Association.
- b) The Financial year for the Association shall end on the 30<sup>th</sup> day of April of each calendar year.

## **11 Committee**

The committee shall comprise a minimum of six and a maximum of twelve Voting members, who shall be elected at the Annual General Meeting as described in clause 18.

- a) Every committee member must be a financial member of the Association.
- b) Every committee member must be at least 18 years of age.
- c) The committee shall include a representative of the Woodlands Museum group located at St Peter's Woodlands Grammar School.
- d) The Woodlands Old Scholars' nominee on the St Peter's Woodlands School Council (see clause 16) shall be, ex officio, a member of the committee.
- e) Each member of the committee shall hold office for a three year term with the right to stand for re-election.
- f) The committee shall hold ordinary meetings at such time as may be determined by its members. At any such meeting, any four members of the committee shall constitute a quorum.
- g) Each member, including the chairman, shall have a deliberative vote.
- h) A committee member may retire from the committee at any time by giving written notice to the committee.
- i) Any committee member who fails to attend three consecutive meetings of the committee without having applied for, and been granted, leave of absence shall be deemed to have resigned from the committee.
- j) Any committee member who fails to attend half of the meetings within a calendar year without having applied for, and been granted, leave of absence shall be deemed to have resigned from the committee.
- k) Records of attendance at committee meetings will be kept and reported to the members at the Annual General meeting.

## **12 Office bearers**

- a) The office bearers of the Association shall be a President, Vice-President, Secretary and Treasurer.
- b) The office bearers shall be selected annually from among the committee members, prior to the first committee meeting after the Annual General Meeting.
- c) The committee shall nominate at least two committee members to be signatories to the financial accounts and Association funds.

## **13 Duties of President and Vice-President**

- a) The President shall be the public representative of the Association.
- b) The President shall be the Chairman of the committee who shall preside at any meeting.
- c) In the absence of the President, the Vice-President shall be chairman.
- d) In the absence of both the President and the Vice-President, one of the members of the committee present shall be selected chairman.

## **14 Duties of Secretary**

The committee shall appoint a Secretary who:

- a) shall be responsible for calling meetings in accordance with the provisions of this Constitution;
- b) shall cause records to be kept of the business of the Association, including the Constitution and policies, a register of Minutes of all meetings and notices of the Association, a file of correspondence, and records of submissions or reports made by or on behalf of the Association.

## **15 Duties of Treasurer**

The committee may, but is not obliged to, appoint a Treasurer. The Treasurer, or if no Treasurer is appointed, the committee shall;

- a) cause monies received by the Association to be paid into one or more accounts authorised by the committee in the name of the Association;
- b) make payments such as petty cash, electronic funds transfer or by cheque, signed in such a manner as the committee may from time to time determine, and any unusual expenditure shall be authorised in advance by the committee;
- c) cause records to be kept of all receipts and payments and other financial transactions, and such records shall be available for inspection by any member;
- d) cause to be prepared financial budgets and statements and submit a report on the finances to each committee meeting; and
- e) present a financial report with audited accounts at the Annual General Meeting.

## **16 St Peter's Woodlands School Council Nominee**

The committee shall, in consultation with the St Peter's Woodlands School Council, appoint a Voting member of the Association to the St Peter's Woodlands School Council, who shall represent the interests of the Association. The committee shall not have the power to direct the appointee to vote in any particular way at Council meetings.

The appointment is for a term determined by the St Peter's Woodlands School Council Constitution (currently three years).

## **17 Annual General Meeting**

An Annual General Meeting of the members of the Association shall be held once a year, not more than six months after the end of the calendar year, usually on St Margaret's Day, or on the nearest convenient date to be fixed by the committee. The quorum for an Annual General Meeting is 15 members.

The business of the Annual General Meeting shall be to:

- a) elect or re-elect the committee members (who must consent either in person or in writing);
- b) receive or consider any reports for the previous Financial Year required by the Act, including the audited financial statements.

It is not necessary for a notice of an Annual General meeting to state that the business to be transacted at the meeting includes the consideration of the various report for the previous Financial Year, or the election of committee members in place of those retiring.

## **18 Election of committee**

At each Annual General Meeting one-third of the committee members or, if their number is not a multiple of three, then the number nearest to but not more than one-third of the committee members shall be retired from office.

- a) The committee members to retire are those who have been longest in office since their last election or appointment. Committee members elected or appointed on the same day may agree among themselves, or determine by lot, which of them must retire.
- b) A committee member must retire from office at the conclusion of the third Annual General Meeting after that committee member was last elected, even if such retirement results in more than one-third of all committee members retiring from office.
- c) A retiring committee member is eligible for re-election.
- d) A voting member who wishes to stand for election to the committee can be nominated prior to, or at, the Annual General Meeting.
- e) The committee has the power to fill a casual vacancy by appointing a voting member. A committee member so appointed shall hold office until the next Annual General Meeting of the Association, when that member may be re-elected but will not be taken into account in determining the number of committee members who must retire by rotation.

## **19 Special General Meetings**

- a) The committee may convene a Special General Meeting of the Members of the Association at any time.
- b) Fifteen or more voting members may request, in writing, that the committee convene a Special General Meeting and the committee must issue the notice of such a meeting within twenty one (21) days.
- c) Notice of any Special General Meeting shall include the nature of the business to be discussed, and must be given at least twenty one (21) days prior to the date of the general meeting.
- d) An accidental omission to send a notice of a Special General Meeting to any member or the non-receipt of a notice by any member will not invalidate the proceedings or any resolution passed at that meeting.

## **20 Proceedings at Special General Meetings**

- a) No business will be transacted at any general meeting unless a quorum of 15 voting members is present at the time the meeting proceeds to business.
- b) A Special General Meeting may only deal with matters for which prior notice has been given.

## **21 Honorary Life Membership**

The committee may grant the status of honorary life member. An honorary life member shall not be required to pay any subscription fees but shall pay administration fees.

## **22 Alteration to these Articles**

These articles shall form the constitution of this Association and they may not be repealed or altered or any new article added except with the authority of the members at an Annual General Meeting or Special General Meeting of members of the Association.

At least twenty one (21) days notice shall be given by circular to the voting members and unless such repeal, alteration or new rule is passed by two-thirds majority of the members present and voting, it shall not be adopted. A quorum at such a meeting shall be 15 members.

## **23 Use of assets**

The income and property of the Association shall be applied solely towards the promotion of the objects of the Association. No part of the income and property shall be paid or transferred either directly or indirectly, by way of dividend, bonus or other means of profit to the members or relatives of members of the Association.

This does not prevent the payment in good faith of remuneration to any officer, member or servant of the Association in return for services actually rendered to the Association or reasonable rental for premises let by any member of the Association.

## **24 Winding up**

If, upon winding up or dissolution of the Association, there remains, after satisfaction of all debts and liabilities, any cash or property, such cash or property shall go to St Peter's Woodlands Grammar School for the continuation of the objects of the Association stated in clause 2.

**END**