

**CONSTITUTION OF THE ADELAIDE HIGH SCHOOL OLD SCHOLARS
ASSOCIATION INCORPORATED**

1. NAME

The Association shall be called the "Adelaide High School Old Scholars Association Incorporated" (A.H.S.O.S.A.)

2. AIMS OF THE ASSOCIATION.

- (a) To afford the members the means of maintaining friendships formed at the school and promoting a spirit of unity and good fellowship among them.
- (b) To promote, give support and organise social, educational, recreational functions and entertainment for the members.
- (c) To promote friendly relations between the School, the Conversazione, the Old Scholars' Dinner, the Old Scholars Cricket Club Inc and any other such bodies which may be formed in the future.
- (d) To own, purchase, take or lease or otherwise acquire or dispose of land and buildings or other property for the purpose of the Association and for the benefit of the members.
- (e) To do all such things as are necessary or desirable to encourage the attainment of the aforesaid aims.

3. POWERS OF THE ASSOCIATION.

- (a) To provide social amenities and facilities for the members of the Association and provide accommodation for them on such premises as the Association may from time to time occupy.
- (b) To do all things which the Association or committee of management thereof may think necessary or desirable for promoting the recreation, accommodation and convenience of the members.
- (c) To purchase, take or lease, in exchange or otherwise such lands, buildings, easements or property, real or personal, which may be required for the purposes of or conveniently used in connection with the Aims of the Association and to sell, demise, mortgage, give in exchange or dispose of the same or any part or parts thereof from time to time and to grant easements in, through, over or upon any land and to acquire any easements or rights over any other land.

- (d) To borrow, guarantee or raise money with or without giving security and particularly by the issue of or upon bonds, debentures (redeemable on dates to be determined by yearly ballot or otherwise at the discretion of the committee of the Association) bills of exchange, promissory notes or other obligations or securities of the Association or by mortgage or charge upon all or any part of the property of the Association.
- (e) To acquire any concessions, rights, options, licences, privileges or advantages from any authorities, supreme municipal, local or otherwise, including any license relating to sale, purchase, consumption or otherwise of liquor.
- (f) To erect, improve, repair, pull down and rebuild buildings and other structures.
- (g) To invest and deal with moneys of the Association not immediately required for the purposes of the Association in such manner as may from time to time be determined.
- (h) To make application through the management committee or a member of the management committee to the Registrar of Companies for incorporation of the Association pursuant to the Association Incorporation Act.
- (i) The Association shall not have power to make a distribution of any of its assets amongst its members.
- (j) Notwithstanding anything herein contained, no person, whether a member of the Association or not, may derive any profit, benefit or advantage from the Association which is not shared equally by all the members thereof.
- (k) No portion of the income or the property of the Association shall be paid or transferred directly or indirectly by way of dividend, bonus or otherwise by way of profit to the members of the Association, provided that nothing herein contained shall prevent the payment in good faith or remuneration to any officer or servant of the Association for expenses incurred on behalf of the Association or for services actually rendered to the Association nor prevent payment, provisions for the better management of the Association and for regulating the rights and duties of members and persons associated with or in the employ of the Association.
- (l) To do all such other things as are incidental and conducive to the attainment of its aims.

4. MEMBERSHIP

(a) Ordinary Membership

The following persons shall be eligible for ordinary membership of the Association, provided that such person has paid the annual subscription set by the Association.

Past pupils of Adelaide High School (1908 -51), Adelaide Girls High School, Adelaide Boys High School and Adelaide High school (1977 and thereafter) and past and present members of staff of the aforementioned schools.

(b) Life Membership

Any person who, in the opinion of the management committee, has rendered outstanding services to the Association as a Member of the Association may be proposed by the Management Committee as an Honorary Life Member of the Association to any Annual General Meeting and may be elected as an Honorary Life Member of the Association by special resolution of that meeting.

An Honorary Life Member shall enjoy and be subject to all privileges, rights and obligations of an Ordinary Member during his or her lifetime save and except that he or she shall be exempt from any requirement to pay an annual or other subscription to the Association.

(c) Associate Membership

An associate Member shall be any person who is a spouse, fiancé or friend of a member. An Associate Member shall not be entitled to vote, receive notices required to be given to members or be elected to the Management Committee.

(d) School Leavers

Any student leaving the school during any year may be admitted to free membership of the Association for the remainder of that year and for the following year.

(e) Admission of members

Any person eligible for Ordinary Membership may apply in writing to the Secretary for membership of the Association. Membership shall be decided by a majority vote of the Management Committee.

(f) **Subscriptions**

The annual subscription shall be determined from time to time by the Annual General Meeting.

5. (a) The office bearers of the Association shall consist of a Patron, Vice Patrons, President, male Vice President and female Vice President, Secretary, Assistant Secretary, Treasurer, Principal of Adelaide High School and committee persons.
- (b) All office bearers except for the Principal of Adelaide High School and the Vice Patrons shall be elected annually.
- (c) Vice Patrons shall be the former Principals of Adelaide High School, Adelaide Girls High School and Adelaide Boys High School.
- (d) Nominations for Patron may be made at any time prior to or during the Annual General Meeting and such nominations (if any) shall be voted upon by the members at the Annual General Meeting.
- (e) The President shall preside at all Committee Meetings and at the Annual General Meeting or Special General Meeting and, in the absence of the President, a member of the Management Committee shall be elected Chairperson of that meeting.

6. **DUTIES OF THE OFFICERS**

(a) **President**

The President shall act as Chairperson at all General Meetings and all meetings of the Committee.

The President shall have only a casting vote at any General Meeting but shall have a deliberative vote at Committee meetings as well as a casting vote.

(b) **Secretary**

- (i) The Secretary shall be responsible for recording correctly the minutes of the proceedings of all meetings and the names of all Committee Members present.

- (ii) The Secretary shall summon and give due notice of meetings, attend to and keep a copy of all correspondence and keep such papers and documents in such manner and for such purposes as the Committee may direct.
- (iii) The Secretary shall also cause to be maintained a register containing the names and addresses of all members of the Association.

(c) **Treasurer**

- (i) The Treasurer shall receive the contributions of members and other moneys due to the Association, keep a correct account of receipts and expenditure and pay all moneys received into a bank account in the Association's name.
- (ii) All payments made by or on account of the Association shall be by order of the Committee by cheque signed by the Treasurer and some other persons appointed by the Management Committee for that purpose.
- (iii) The Treasurer shall keep correct accounts and books showing the financial affairs of the Association and the particulars usually shown in books of account of a like nature, and shall submit a statement of the financial affairs of the Association to the Annual General Meeting, such statements having been examined and certified correct by the Auditor of the Association.
- (iv) The Treasurer shall at each bi-monthly meeting of the Management Committee present the Management Committee with statements regarding the Association's financial position at that time.

(d) **Assistant Secretary**

The assistant Secretary shall assist the Secretary in all of his duties.

(e) **Auditor**

- (i) The Committee shall appoint one certified accountant who shall be the Association's Auditor.

Such auditor shall audit the accounts, and have the power to call for the production of all books, papers, accounts and documents relating to the affairs of the Association.

The Committee shall have the power to fill any temporary vacancy in the office of Auditor.

- (ii) The Association Auditor shall have power to audit the accounts of the Association at any time he deems it necessary.

7. (a) Management Committee

- (i) The affairs of the Association shall be managed by a Committee to be called the Management Committee.
- (ii) The Management Committee shall consist of President, a male Vice President, a female Vice President, Secretary, Assistant Secretary, Treasurer, Principal of Adelaide High School and not more than twelve ordinary Committee persons who shall be elected at the Annual General Meeting of the Association.

(b) Powers, Functions and Duties of the Management Committee

- (i) The Management Committee shall have full authority
 - (a) to control the funds and finance of the Association for the ordinary management of the Association.
 - (b) to make such gifts and donations consistent with the aims of the Association as it determines provided a maximum limit to such donations be set by the Annual General Meeting.
 - (c) to call Special Meetings of the Association.
 - (d) to make by-laws for the management of the Association provided they are not inconsistent with these rules.
 - (e) to fill any vacancy in the office bearers which occurs between the Annual General Meeting of the Association.
 - (f) to be responsible for the raising of all finance and to control all social activities.
 - (g) to carry out the powers of the club for the attainment of the objects of the Association except as follows:

Decisions made under sections 3(c), (d) and (g) must be made with the approval of a majority of members at a Special or Annual General Meeting.

- (ii) The Management Committee may by by-laws or by resolution duly entered in its minutes delegate all or any of its powers to a sub-committee or subcommittees, consisting of one or more persons as it shall think fit to appoint and may revoke or recall at its pleasure any such delegation or appointment.

- (iii) (a) Any Committee person who is absent from three consecutive meetings without sending an explanation satisfactory to the Management Committee shall cease to be a member of the Management Committee.
- (b) The Management Committee shall meet within one month of the Annual General Meeting and thereafter at least once every two months.
- (c) Advice of every meeting shall be forwarded by post or as decided by the Secretary to each member of the Committee at least 48 hours if practicable prior to such meetings.

8. NOMINATION AND ELECTION OF COMMITTEE

- (a) All nominations for Management Committee must be signed by the candidate and two members of the Association and delivered to the Secretary at least seven days before the Annual General Meeting or Special Meeting.
- (b) Nominations may also be accepted at the Annual General Meeting or Special Meeting of the Association.
- (c) On the day appointed for the Annual General Meeting, nominations as received pursuant to subclause (a) and (b) hereof shall be examined. In the event of there being a greater number of nominations required for a particular office, a secret ballot shall forthwith be conducted in the manner prescribed by the members present at the Annual General Meeting.
- (d) All officers duly elected in accordance with these rules shall be deemed to hold office from the date of the election until the succeeding Annual General Meeting.
- (e) Provided a quorum committee as specified by these rules has been elected at an Annual General Meeting, if after the election of office bearers there are still vacancies on the Management Committee, the newly elected committee may appoint any eligible person to fill such a vacancy provided that person is a member of the Association.

9. ANNUAL GENERAL MEETING

The Annual General Meeting of the club shall be held in the month of May each year. One month's notice of such meeting and of the business to be brought before it, to which discussion shall be strictly confined shall be given by the Secretary to the members or if the Committee sees fit, notice of such meeting may

be given in lieu of any other mode of notice by inserting an advertisement in "The Advertiser" newspaper not less than one month before the day fixed for such meeting. At this meeting, the President shall present a report and the Treasurer shall submit a statement of account for the past year and a proposed budget for the ensuing year, the election of office bearers for the current year shall take place and any general business for which notice in writing has been given shall be transacted.

10. SPECIAL GENERAL MEETING

- (a) The Secretary shall call a Special Meeting whenever directed by the Management Committee or upon receiving a requisition signed by not less than 15 members of the Association setting out the objects of the proposed meeting.
- (b) No business shall be transacted at a Special Meeting other than that specified in the notice convening such a meeting.
- (c) No amendment or alteration of substance to any motion set out in such notice shall be allowed, unless the same is permitted by the majority of members at such meeting.
- (d) Notice of Special General Meetings shall be given by post not less than twenty one (21) days before the fixed date for such a meeting or shall be advertised in "The Advertiser" not less than 21 days before the date of such meeting should the Management Committee so decide.

11. ELIGIBILITY TO VOTE

- (a) (i) Any member of the Association shall be entitled to vote at the Annual General Meeting and at all Special Meetings of the Association provided that such a member is a financial member.
- (ii) All propositions, questions and matters submitted in accordance with these rules to any Annual General Meeting or Special Meeting shall be decided by a majority of those present to be determined in the first instance by a show of hands.
- (iii) Secret ballot shall be used if so required by the Management Committee.
- (b) (i) Postal votes may be accepted by the Secretary on all propositions, questions and matters submitted in accordance with these rules.

12. POLLS

- (a) Any member shall demand a poll and, if a poll is so determined, the proposition, question or matter shall be finally decided by a division to be held and conducted in such a manner as shall be decided by the President.
- (b) All decisions arrived at and carried at any Annual General Meeting or Special Meeting held in conformity with these rules shall be binding and conclusive upon all members of the Association and no notice of motion to reconsider any such decision shall be received during the current year ending in which such a decision has been so arrived.

13. EXPULSION

The Committee by an affirmative vote of at least two thirds of its members shall have the power to remove the name of any persons from the list of members of the Association if it considers the presence of such persons in the Association detrimental to its interests. Such members shall forthwith cease to be a member of the Association but their subscriptions for the current year shall be returned.

14. QUORUM

- (1) (a) The number of members required to be present to form a quorum shall be as follows:
 - (i) At Annual General Meeting or Special Meetings – fifteen (15)
 - (ii) At all meetings of the Management Committee – eight
- (8)
- (2) If a quorum is found not being complete during any of the above meetings, the meeting will be declared closed after one-half hour of the specified starting time of such a meeting.

15. COMPLAINTS

Complaints shall be made in writing to the Secretary and brought before the next meeting of the Management Committee.

16. ALTERATION OF RULES

No constitutional rule of the Association shall be altered, amended or rescinded without the concurrence of a majority of members present at the Annual General Meeting or at a Special Meeting called for that purpose. Notice of motion to pass a new rule or to alter, amend or rescind any rule must be received by the Secretary forty (40) days prior to the Annual General Meeting shall be dealt with within twenty-one (21) days by a Special Meeting.

17. INTERPRETATION

The interpretation of these rules, or of any question arising out of or not provided for in these rules, shall be in the discretion of the Management Committee whose decision shall be final and binding on all members.

18. GENERAL

- (a) No liquor shall be supplied in the Association premises or such premises as the committee deems to be premises for the Association to any person who is not permitted by the law then in force in South Australia to purchase alcoholic liquor in licensed premises.
- (b) No person under eighteen years of age except persons who are being trained as waiters or messengers and are not allowed to serve behind the bar, shall be employed in the premises of the Association to serve alcohol.
- (c) The seal of the Association shall be under the control of the Committee and shall not be affixed except in the presence of one sealholder and the Secretary who shall countersign the document. There shall be three (3) sealholders who shall be appointed by the Committee as often as necessary.
- (d) The Public Officer of the Association may be the Secretary or such person as appointed by the Management Committee from time to time by the Management Committee.
- (e) The financial year of the Association shall be from 1st March to the end of February.

19. INDEMNITY OF OFFICERS

The Association shall indemnify any officer of the club or member of the Management Committee acting in good faith or within the scope of his duties against any claims or demand for loss or damage arising out of any legal liability which he may have personally incurred whether contractual or tortious in consequences of any act, omission, error of judgment, breach of duty or contract or otherwise on his part.

20. DISSOLUTION

The Association may be dissolved at any time upon resolution carried at a General Meeting of the Association in the same manner as a resolution to amend this Constitution and subject to the formalities required for the amendment to this Constitution, and upon such resolution being carried, any property of the Association, whether real or personal, remaining after payment of all debts and legal liabilities shall be transferred to the School, to be used and applied as it sees fit in its absolute discretion.

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