

**CONSTITUTION AND RULES  
OF  
THE ROYAL COLLEGE OLD BOYS IN AUSTRALIA ASSOCIATION  
INCORPORATED**



**Incorporating the amendments effected by the Special Resolution  
passed at the AGM on 19 September 2003 and approved by Consumer Affairs Victoria  
(Department of Justice) by way of a letter dated 14 November 2003**

**ARTICLES**

INTERPRETATION

**Definitions:**

**1. In these Articles:**

“the Act” means the Associated Incorporation Act 1981

“Unincorporated Association” means the Royal College Old Boys in Australia Association immediately prior to incorporation.

“the Association” means the Royal College Old Boys in Australia Association Incorporated

“Royal College” means the school in Sri Lanka (formerly Ceylon) known as Royal College, Colombo.

“member” shall mean a person who is a member of the association in terms of this Constitution, being either an old boy member or a social member.

“old boy member” means any member who qualifies for membership in accordance with Articles 3, 4 or 5 of these Articles.

“social member” means any member who qualifies for membership in accordance with Article 7 of these Articles.

Unless the context otherwise requires, words or expressions contained in the Articles and Rules shall bear the same meaning as in the Act or any statutory modification thereof in force at the date at which this Constitution becomes binding on the Association.

OBJECTS

**Objects:**

**2. The objects of the Association shall be:**

- (i) To promote fellowship among members and their families and visiting Old Royalists and to afford to them generally all facilities for meeting one another and to provide opportunities for recreation and sports.
- (ii) To undertake fund raising activities:
  - (a) for the benefit and advancement of Royal College, and
  - (b) for any other charitable purpose and to invest and deal with the funds so raised in such a manner as the Association may from time to time determine.
- (iii) To take over all the assets and liabilities of the present unincorporated body known as the “Royal College Old Boys in Australia Association”.

## MEMBERSHIP

- Qualifications for membership:** 3. The first members of the Association shall be every person date of the incorporation of the Association had paid his dues to a member of the unincorporated association.
4. Every person resident in Australia who is an old boy of Royal College or Royal Junior School formerly Royal Primary School shall be eligible to apply for membership as an old boy member.
- Application for membership:** 5. Except as provided in article 3 hercof every candidate for membership as an old boy member of the Association shall be proposed by one and seconded by another old boy member of the Association to whom the candidate shall be personally known, and who shall be responsible for his eligibility. The application for membership of every such candidate shall be made in writing, signed by the candidate and his proposer and secondor, and shall be in such form as the Committee may from time to time prescribe.
- Subscriptions:** 6. The annual and other subscriptions (if any) payable by members of the Association shall be such as the Association in general meeting may from time to time prescribe. Every application for membership shall be accompanied by a remittance to cover the annual subscription for the year ending 30 June. In the event of non election such remittance shall be returned to the candidate.
- Temporary members and social members:** 7. The Committee of the Association shall have the power to elect as members of the Association, subject to articles 4 and 5, persons who are visiting or temporarily resident in Australia (hereinafter referred to as temporary members). Any old boy member shall at the time of paying his annual subscription be entitled to nominate as a social member his spouse or de facto partner. Subject to these Articles and the Rules, social members shall have all of the rights that are accorded to old boy members, save that they shall not be entitled to vote at meetings of the Association and nor may they serve on the Committee of the Association. In respect of the financial year ending on 30 June 2004 only, any old boy member shall be entitled to nominate a social member in accordance with this article at any time up to 31 December 2003.
- Register of members:** 8. The name of every member shall be inscribed in the Register of Members. Every new old boy member shall be provided with a copy of the Constitution and Rules of the Association.

## RULES

- Officers:** 1.(a) The officers of the Association shall be the president, two vice presidents, a secretary, a treasurer and the immediate past president.
- (b) They shall be proposed, seconded and elected at each Annual General Meeting and shall hold office until the next Annual General Meeting when they shall retire, but shall be eligible for re-election from year to year.
- Committee:** 2. The general committee of the Association shall consist of the officers and not more than twelve elected members.
- Election of Committee:** 3. Any two old boy members of the Association shall be at liberty to nominate an old boy member to serve on the Committee. The name of each old boy member so nominated shall be sent in writing to the Secretary at lease seven days before the Annual General Meeting accompanied by the written consent of the candidate to serve if elected.

Balloting lists shall be prepared containing the names of the candidates only, and each old boy member present at the Annual General Meeting shall be entitled to vote for any number of such candidates not exceeding the number of vacancies. In case there shall not be a sufficient number of candidates nominated, the old boy membership shall nominate other candidates to fill the remaining vacancies.

- Committee:** If any two or more candidates obtain an equal number of votes, the Committee shall select by lot from such candidates the candidate or candidates who are members of the Committee.
- Casual Vacancies:** 4. Any casual vacancy on the Committee shall be filled up by nominations of the Committee.
- Patrons:** 5. The Association may at its discretion nominate distinguished old boys of Royal College (whether resident in Australia or elsewhere) to hold positions of distinction in the Association, namely one patron and two vice-patrons.
- Powers of Committee:** 6. The Committee, in addition to the powers hereinafter specifically conferred upon them, shall have the control of the finances of the Association and shall exercise such administrative powers as may be necessary for properly carrying out the objects of the Association in accordance with the rules.
- Duties of Honorary Secretary:** 7. The Secretary shall conduct the correspondence of the Association. He shall keep full and correct minutes of all proceedings.
- 7A. The Secretary shall be responsible for, and have custody of the records and books of the Association. Any old boy member may inspect the records or books of the Association by appointment with the Secretary to do so.
- Duties of Honorary Treasurer:** 8. The Treasurer shall keep the accounts of the Association and shall make up the annual statements of accounts and balance sheet of the Association to the 30 day of June in each year, which shall after audit be printed and circulated amongst the old boy members with the Notice of the Annual General Meeting.
- Auditors:** 9. Two old boy members shall be appointed auditors of the annual statement accounts and balance sheet, and shall certify the same before they are printed.
- Subscriptions:** 10. The annual subscription for an old boy member shall be \$20.00, which subscription shall also be taken to be on account of any social member nominated by that old boy member at the time of paying his annual subscription. Old boy members elected on or after 30 December in each year shall be liable for only half the annual subscription for such year.
- Financial Year:** 11. All annual subscriptions shall be payable in advance on the 1<sup>st</sup> day of July on which day the financial year shall commence.
- Arrears:** 12. No old boy member whose subscription is in arrears can vote at any meeting. Any old boy member whose subscription is unpaid on the 30 September shall cease to be a member (as will any social member nominated by him in respect of the previous financial year), but he may be re-instated by the Committee on payment of all arrears, at which time he will again become entitled to nominate a social member in accordance with Article 7.
- Source of Funds:** 13. The funds of the Association shall be derived from membership subscriptions, donations and any organized fund raising activities decided by the Committee.

**Resignation:** 14. An old boy member may at any time by giving notice in writing to the Secretary, resign his membership of the Association, but shall continue to be liable for any annual subscription due and unpaid at the date of resignation. Any such old boy member wishing to rejoin may be proposed and balloted for in accordance with Article 5.

**Expulsion:** 15. To expel a member from the Association notice shall be sent to the Secretary signed by five old boy members acquainting him with the circumstances that gave rise to such notice. The Secretary shall call a meeting of the Committee and then communicate with such member so that he may have the opportunity of explaining or withdrawing from the Association. If a two thirds majority of the members of the Committee present vote for his expulsion the member shall be expelled. Any member so expelled shall have the right to appeal to an Extraordinary General Meeting, to be summoned within twenty one days of his expulsion, when a majority of two thirds of those present shall be required to confirm the expulsion. If the expulsion be not confirmed, the member shall be reinstated.

**Meetings:** 16. The Annual General Meeting of the Association shall be held each year not later than the 30 day of September at such time and place as the Committee shall determine.

No less than 21 days before the Annual General Meeting a notice of such meeting and of the business to be transacted thereat shall be sent to every member and no business other than that of which notice has been given shall be brought forward at such meeting. Reports, annual statement of accounts and the balance sheet shall be made available to members at least before the meeting. A Special General Meeting may be called at any time by the President at the request of the Committee. No less than twenty one days notice shall be given for such meetings.

**Proceedings at General Meetings:** 17. At all general meetings of the Association the President, and in his absence an old boy member selected by the Committee shall take the chair. Subject to Rule 10 as to arrears, every old boy member present shall be entitled to one vote upon every motion and in case of an equality of votes the Chairman shall have a second or casting vote.

The Committee shall be empowered, if it thinks fit, to make regulations to enable members unable to be present to vote by proxy or in writing.

**Quorum:** 18. The quorum at all general meetings shall be twenty five old boy members. For motions proposing any repeal, addition to or amendment of the Constitution, the quorum shall be thirty old boy members. For motions proposing any repeal, addition to or amendment of the rules or a motion relating to the expulsion of a member, the quorum shall be twenty five old boy members. The quorum for meetings of the Committee shall be six.

**Amendments:** 19. No amendment (other than a motion of adjournment) shall be moved to any resolution at any annual or extraordinary general meeting unless written notice thereof shall have been sent to the Secretary not less than five days prior to the meeting.

#### MISCELLANEOUS

**Public Officer:** 20. The Committee shall appoint a person who is over the age of 18 years and has not attained the age of 72 years and is resident in the State of Victoria as the first Public Officer to apply for incorporation of the Association. The Public Officer shall notify the Registrar of Incorporated Associations in writing in the prescribed form of his appointment and his full name and address. His duties shall include notifying the Registrar of any special resolution passed by the Association altering the objects or

rules of the Association, together with a declaration signed by at least two members of the Committee to the effect that such resolution was passed in accordance with Section 29 of the Act. The Public Officer shall comply with the provisions of Section 30(h) of the Act after each Annual General Meeting. The Public Officer may hold any other office in the Association.

**Association not to trade**

21. The Association shall not trade or secure pecuniary profit for its members.

**Members not to make profit out of Association:**

22. No member shall, except for professional services rendered at the request of the Committee, on any pretence or in any manner receive any profit, of salary, or emoluments from the funds or transactions of the Association.

**Interpretation of Rules:**

23. The Committee shall be the sole authority for the interpretation of these rules and of any regulations made from time to time by the Committee; and the decision of the Committee upon any question of interpretation or upon any matter affecting the Association and not provided for by these rules or by any regulation shall be final and binding on the members.

**Banking:**

24. The Association shall open such bank accounts in the name of the Association as it deems fit. Cheques shall be signed by at least two officers.

**Proceedings of Committee:**

25. The Committee shall choose its own chairman and regulate its own procedure. The President, or in his absence a Vice President shall ordinarily be the chairman of the Committee.

**Meetings of Committee:**

26. Meetings of the Committee shall be called by the Secretary at least four times a year. Additional meetings shall be called by the Secretary if requested by the President or any three members of the Committee.

**Votes:**

27. Every member of the Committee shall have one vote on every question and in case of equality the Chairman at the meeting shall have a second casting vote.

**Minutes:**

28. The Secretary shall keep minutes of the proceedings of each meeting of the Committee which shall be read and confirmed at the next meeting.

**Sub-committees:**

29. The Committee may appoint sub-committees and depute to any of them any of its powers except those relating to the election or expulsion of members.

**Seal:**

30. The Committee shall provide for the safe custody of the common seal of the Association. The seal shall not be affixed to any instrument except by the authority of a resolution of the Committee and in the presence of at least the President, a Vice President and the Secretary and they shall each sign every instrument to which the seal is affixed in their presence. A Seal Register showing dates and details of when the seal was affixed shall be maintained by the Secretary.

**Amendment of Constitution:**

31. The Association may amend, repeal, alter or add to the constitution and purposes at any general meeting after due notice to each member and provided that such amendment, repeal alteration or addition is approved by not less than three fourths of the members present and voting at such a meeting.

**Dissolution:**

32. If at any general meeting, a resolution for the dissolution of the Association shall be passed by a majority of the old boy members present, and thereafter at a Special General Meeting held not less than six weeks thereafter, of which not less than four weeks written notice shall have been given to each member and at which not less than one half of the old boy members of the Association shall be present, that resolution

shall be confirmed by a resolution passed by a majority of three fourths of the old boy members voting thereon. The Association shall be deemed to have been dissolved.

**Distribution of property on dissolution:**

33. In the event of the Association being dissolved the assets and property of the Association after the payment of all just debts and liabilities shall be vested in the Royal College Trust, Sri Lanka.

Members should note that the effect of section 21(3) of the *Associations Incorporation Act 1981* is that if there is any matter that is provided for in the Model Rules issued under that Act that is not provided for in this Constitution, the relevant provisions in the Model Rules shall be deemed to be included in the Constitution.

Please be aware that in a letter to the Association dated 14 November 2003, Consumer Affairs Victoria (Department of Justice) advised the Association that the above Constitution does not make provision for (a) the grounds on which the office of an officer of the Association, or member of the Committee, shall become vacant (Model Rule 24); and (b) the grievance procedure to be followed in the event of a dispute between a member and the Association or between two members of the Association (Model Rule 8).

Accordingly, the following two rules are deemed to be included in the Constitution of the Association by the operation of section 21(3) of the *Associations Incorporation Act 1981*:

**Model Rule 8:**

**8. Disputes and mediation**

- (1) The grievance procedure set out in this rule applies to disputes under these Rules between-
  - (a) a member and another member; or
  - (b) a member and the Association.
- (2) The parties to the dispute must meet and discuss the matter in dispute, and, if possible, resolve the dispute within 14 days after the dispute comes to the attention of all of the parties.
- (3) If the parties are unable to resolve the dispute at the meeting, or if a party fails to attend that meeting, then the parties must, within 10 days, hold a meeting in the presence of a mediator.
- (4) The mediator must be-
  - (a) a person chosen by agreement between the parties; or
  - (b) in the absence of agreement-
    - (i) in the case of a dispute between a member and another member, a person appointed by the committee of the Association; or
    - (ii) in the case of a dispute between a member and the Association, a person who is a mediator appointed or employed by the Dispute Settlement Centre of Victoria (Department of Justice).
- (5) A member of the Association can be a mediator.
- (6) The mediator cannot be a member who is a party to the dispute.

- (7) The parties to the dispute must, in good faith, attempt to settle the dispute by mediation.
- (8) The mediator, in conducting the mediation, must--
  - (a) give the parties to the mediation process every opportunity to be heard; and
  - (b) allow due consideration by all parties of any written statement submitted by any party; and
  - (c) ensure that natural justice is accorded to the parties to the dispute throughout the mediation process.
- (9) The mediator must not determine the dispute.
- (10) If the mediation process does not result in the dispute being resolved, the parties may seek to resolve the dispute in accordance with the Act or otherwise at law.

**Model Rule 24:**

**24. Vacancies**

The office of an officer of the Association, or of an ordinary member of the committee, becomes vacant if the officer or member--

- (a) ceases to be a member of the Association; or
- (b) becomes an insolvent under administration within the meaning of the Corporations Law; or
- (c) resigns from office by notice in writing given to the Secretary.