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**Constitution of Brisbane Boys'
College Old Collegians' Association**

Contact

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Constitution of Brisbane Boys' College Old Collegians' Association

Constitution

1. Title

This is the constitution of Brisbane Boys' College Old Collegians' Association (**Association**), an unincorporated association.

2. Commencement

This constitution is deemed to have commenced on Tuesday 2 June 2015.

3. Interpretation

- (1) **College** means Brisbane Boys' College;
- (2) **Committee** means the Committee of Brisbane Boys' College Old Collegians' Association constituted under this constitution for the time being;
- (3) **disqualified person** means a person who:
 - (a) is, or within the last 5 years has been, an insolvent under administration;
 - (b) has been convicted of an indictable offence, whether or not the person was tried summarily;
 - (c) is, or within the last 5 years has been, subject to an order disqualifying the person from managing a corporation; and
 - (d) is otherwise disqualified by law from being a member of the Committee;
- ~~(4)~~ ~~**Headmaster** means the headmaster of the College from time to time;~~¹
- ~~(5)~~(4) **Honorary Member** means a person admitted as an honorary member in accordance with rule 8;
- ~~(6)~~(5) **Member** means any person who becomes a member of the Association under this constitution;
- ~~(7)~~(6) **Committee Member** means a person who for the time being is appointed as a member of the Committee from time to time in accordance with this constitution;
- ~~(8)~~(7) **Old Boy** means a former student of person who has at some time attended at the College, or, as it was formerly known and called, The Clayfield College or

¹ Amendment 1/17 – 4 July 2017

Rudd's College, ~~as a student~~ and whose cohort year of which they belonged to has completed their final year of Year 12; ²

~~(9)~~(8) **Vintage Collegian** means an Old Boy whose cohort finished year 12 at least 42 years before the end of the current calendar year.”³; and

~~(40)~~(9) **Young Old Boy** means an Old Boy who has been a member of the Association for 8 or less years. ⁴

4. Objects

1 The objects of the Association are:

- (1) to establish and maintain good fellowship between Old Boys of the College;
- (2) to establish and maintain good fellowship between Old Boys of the College and current students of the College;
- (3) to maintain the sense of loyalty to the College in all Old Boys;
- (4) to help ensure all Old Boys uphold the traditions of the College;
- (5) to promote and advance the interests of the College in all its branches and activities in such manner as the Association thinks fit provided all such activities are consistent with the mission, values and vision of the College;
- (6) to assist in the education at the College of sons of Old Boys and such other people as the Association may from time to time think fit by such means and at such times as the Association determines;
- (7) to promote the welfare of the Members of the Association in terms of religion, morality, education and social welfare;
- (8) to promote, advance, carry out, and do such other acts, matters and things, which may be conducive to the general wellbeing of the Members of the Association and the College;
- (9) to do all such other acts and things as may be necessary to carry out and give effect to all or any of the above objects; and
- (10) to raise money for and to devote such parts of the funds of the Association to the College as the Committee may decide from time to time for the promotion of any College activity or purpose as may be agreed upon at any Committee meeting of the Association.

² Amendment 2/17 – 4 July 2017

³ Amendment 11/22 – 1 February 2022

⁴ Amendment 3/17 – 4 July 2017

5. Non-profit

- 5.1 The Association is a non-profit organisation and the assets and income of the Association are to be applied solely towards:
- (1) the promotion of its objects as set out in constitution rule 4; and
 - (2) exercising the Association's powers.
- 5.2 The Association will not carry on any activities for the purpose of profit or gain to its Members.
- 5.3 No portion of the Association's income, property, profits and financial surplus may be paid, distributed or transferred, directly, indirectly by way of dividend, property, bonus or otherwise by way of profit to its Members, Committee Members or their relatives except as provided by this constitution.

6. Classes of Members

- 6.1 Subject to rule 9, all Old Boys are members of the Association and remain a Member for life.
- 6.2 ~~In addition, the following may be admitted to membership of the Association, after nomination by a Member, with the approval of the Committee:~~
- ~~(1) the Headmaster; and~~
 - ~~(2) such other persons as may be accepted by the Committee to be honorary members of the Association, but such persons will have no right to vote at any meeting of the Association.~~

Subject to rule 8, all Honorary Members are members of the Association and remain a Member for life, but will have no right to vote at any meeting of the Association. ⁵

- 6.3 The number of members is unlimited.

7. Membership fees

- 7.1 The membership fee (if any) for Members:
- (1) is the amount decided by the Members from time to time at a general meeting; and
 - (2) is payable when, and in the way, the Committee decides.
- 7.2 The Association will be funded on an annual basis from the payment to the Association by the College of an amount from each enrolment fee that the College

⁵ Amendment 4/17 – 4 July 2017

receives from prospective students. The amount will be the sum agreed between the College and Committee from time to time.

8. Admission and rejection of Honorary Members

~~The Committee must consider a nomination for Honorary Membership at the next meeting of the Committee held after it receives the nomination.~~

~~8.1 Basic criteria for Honorary Membership:~~

- ~~(1) Minimum of 20 years' service to the College as a teacher, coach or serving the College in other ways.~~
- ~~(2) A record of contribution to the life of the College and accepted into the College Community.~~
- ~~(3) A person who irrespective of their years of service is considered to be an icon within the College Community.~~
- ~~(4) Nominees should be vetted by and may appear before the Vintage Collegians prior to recommending to the OCA Executive.~~

~~8.2 The Committee must decide at the meeting whether to accept or reject the nomination based on such honorary membership criteria it may specify. For example, tenure of office as an employee of the College or other commitment to the College.~~

~~8.3 If a majority of the Committee Members present at the meeting vote to accept the nominee as an Honorary Member, the nominee must be accepted as an Honorary Member.~~

~~8.4 The secretary of the Association must, as soon as practicable after the Committee decides to accept or reject a nomination, give the nominee a written notice of the decision.~~

~~A Member may nominate a person for Honorary Membership at any time throughout the course of the year.~~

~~8.1 Basic criteria for Honorary Membership~~

~~To be considered for Honorary Membership, the nominee:~~

- ~~(1) should have provided significant service to the College as a teacher, administrator, coach or in other ways, such that they are considered to be an icon within the College Community; and~~
- ~~(2) must not be a current member of College staff.~~

- ~~8.2 The Committee must consider all valid nominations, as per Rule 8.1, at the April meeting of the Committee. The Committee must decide at the meeting whether to accept or reject the nomination by a majority vote of Committee Members present at the meeting.~~
- ~~8.3 The Committee can only ratify a maximum of up to 2 accepted nominations for Honorary Membership per year. In the event of more than 2 accepted nominations as per Rules 8.1, 8.2 and 8.3, the Committee Members will vote for their preference by way of secret ballot to be conducted in the way the chairperson decides.~~
- ~~8.4 The secretary of the Association must, as soon as practicable after the Committee decides to ratify a nomination, give the nominee a written notice of the decision.⁶~~
- 8.1. Any two members may nominate, in writing, a person for Honorary Membership of the Association at any time. However a person may only be nominated once in any two year period.
- 8.2. The nomination must as soon as practicable be posted on the Association Website.
- 8.3. The nomination may only be considered by the Committee of the Association at a meeting held at least three weeks after the posting of the nomination on the Website. The Committee must decide at the meeting whether to accept or reject the nomination by a majority vote of Committee Members present at the meeting.
- 8.4. The basic criteria for the award of Honorary membership are that the nominee:
- (1) should have provided significant service to the College as a teacher, administrator, coach or in other ways; and
 - (2) if a current member of College staff have accrued at least Twenty years of service.
- 8.5. The Committee is at liberty to develop more specific criteria for the award of Honorary Membership and may depart from the basic criteria in extraordinary circumstances.
- 8.6. A vote by the Committee to bestow Honorary Membership upon a nominee must be subsequently ratified by a general meeting of the Association. Subject to such ratification the Honorary Membership commences upon the vote of the Committee.⁷

⁶ Amendment 5/17 – 4 July 2017

⁷ Amendment 1/18 – 30 October 2018

8.7. An Honorary Member of the Association may be referred to as an "Honorary Old Collegian".⁸

9. When Membership ends

9.1 An Honorary Member may resign from the Association by giving a written notice of resignation to the secretary.

9.2 The resignation takes effect at:

- (1) the time the notice is received by the secretary; or
- (2) if a later time is stated in the notice, the later time.

9.3 The Committee may terminate a Member's membership if the Member:

- (1) is convicted of an indictable offence;
- (2) does not comply with any of the provisions of this constitution;
- (3) has membership fees in arrears for at least 4 months; or
- (4) conducts himself or herself in a way considered to be injurious or prejudicial to the character or interests of the Association.

9.4 Before the Committee terminates a Member's membership, the Committee must give the Member a full and fair opportunity to show why the membership should not be terminated.

9.5 If, after considering all representations made by the Member, the Committee decides to terminate the membership, the secretary of the Committee must give the Member a written notice of the decision.

10. Register of members

10.1 The College must keep a register of Members.

10.2 The register of Members must, where possible, include the following particulars for each Member:

- (1) category of membership;
- (2) the full name and residential address of the Member;
- (3) ~~the date of admission as a Member which, for Old Boys, is the date they leave the College;~~

⁸ Amendment 2/18 – 30 October 2018

- (3) the date of admission as a Member;⁹
- (4) the date of death of the Member;
- (5) the date of resignation; in the case of an Honorary Member;
- (6) details about the termination or reinstatement of membership; and
- (7) any other particulars the Committee or Members at a general meeting decide.

10.3 The register must be open for inspection at all reasonable times.

10.4 However, before a Member may inspect the register, the Member must apply to the secretary to inspect it.

10A Constituent Chapters

- (1) There shall be within the Association a Vintage Collegians Chapter and a Young Old Boys Chapter;
- (2) The membership of each chapter respectively shall consist of those members meeting the definition of Vintage Collegian and Young Old Boy as defined in Section 3;
- (3) The Members of the Committee shall during their term in office be deemed to be a member of each chapter;
- (4) Each chapter shall organize themselves as they see fit. The Secretary of the Association shall give all practical assistance in order to facilitate this.
- (4) ~~(5)~~ Subject to clause 10A(6), Each chapter may ~~shall~~, at least ~~30~~seven days prior to the Annual General Meeting of the Association, inform the Secretary of the identity of their ~~preferred~~respective nominee(s) to serve on the Committee;
- (6) Should a chapter fail to so inform the Secretary, or if there is at any time a dispute of any kind among the Members of a chapter or as between a chapter and the Committee as to who the nominee of the relevant chapter should ~~is to~~ be, then the Committee may, by a majority vote of the Committee Members present at the relevant Committee Meeting where the vote is cast, decide to:
 - (a) appoint any ~~Member~~ to serve as the nominee on the chapter's behalf; or
 - ~~(a)~~(b) allow the chapter to be without an appointed nominee until such time as the Committee finds a nominee that it is willing to appoint.¹⁰

⁹ Amendment 6/17 – 4 July 2017

¹⁰ Amendment 1/22 – 1 February 2022

11. Composition of the Committee

- 11.1 The Committee of the Association consists of a president, vice-president, a nominee of the Vintage Collegians, a nominee of the Young Old Boys and any other members that the Members elect or appoint at a general meeting.
- 11.2 A Committee Member must be a Member ~~or a member of College staff.~~¹¹
- 11.3 A disqualified person is not eligible for appointment to the Committee.
- 11.4 The number of Committee Members will be no fewer than 4 and no greater than 10.
- 11.5 The Committee may appoint a secretary and a treasurer ~~who may, but need not be, a Committee Member.~~¹²
- ~~11.6 The Committee at the time of adoption of this constitution will be constituted by the persons set out in the attached Schedule 1.~~¹³
- 11.7 The president's term of office is 2 years.

11.8 At the annual general meeting to be held on 6 February 2024:

- (1) all Committee Members retire from office, but are eligible, on nomination, for re-election in accordance with clause 12;
- (2) so as to avoid the entire Committee having to retire from office each year (with the consequential risk of loss of knowledge and experience that presents for the Association), a revised staggered tenure will be implemented on and from the annual general meeting to be held in 2024, such that:
- (c) the tenure of each Committee Member will, unless otherwise permitted under clause 11.9 or clause 11.10(3)(b), be extended to two years; and
- (d) the change to an extended tenure of two years will be transitioned and managed such that, at any one time, only approximately 50% of the Committee Members will have their tenure due to expire at any annual general meeting.

11.9 To implement and give effect to clause 11.8(2) the President will, at the first Committee Meeting to be held after 6 February 2024, determine which of those Committee Members elected under clause 12 at the annual general meeting held on 6 February 2024 are appointed to the Committee for a tenure of two years, with that appointment being deemed to take effect on and from 6 February 2024. The objective of the President will be for approximately 50% of the Committee to transition to a new two year tenure, with the balance of the appointees to remain on a one year tenure through 2024 during the transition process, and so as to achieve a staggered tenure among the Committee.

11.10 At the 2025 annual general meeting, and each subsequent annual general meeting thereafter:

- (1) those Committee Members whose term is not due to expire at the relevant annual general meeting will continue as members of the Committee until their tenure is due to expire;

¹¹ Amendment 2/22 – 1 February 2022

¹² Amendment 3/22 – 1 February 2022

¹³ Amendment 7/17 – 4 July 2017

- (2) those Committee Members whose tenure is due to expire at the relevant annual general meeting (as determined under clause 11.9) retire from office, but are eligible, on nomination, for re-election in accordance with clause 12; and
- (3) the President will, at the first Committee Meeting after each relevant annual general meeting, determine which of those Committee Members elected under clause 12 at the relevant annual general meeting will be appointed to the Committee for:
- (a) a tenure of two years; or
- (b) solely where necessary to restore an approximate 50% staggered tenure among the Committee, for a tenure of one year,
- with the appointment being deemed to take effect on and from the date of the relevant annual general meeting.

11.11 The President will cause the secretary of the Committee to keep and maintain a register of members of the Committee that records the date of appointment of each Committee Member to the Committee and the term of their tenure.

11.12 Taking into account that the period between annual general meetings may not be exactly 12 months, and without limiting clause 21.1, any references to the period of tenure in this clause 11 are approximate.

~~At each annual general meeting of the Association, all other Committee Members must retire from office, but are eligible, on nomination, for re-election~~

12. Electing the Committee

12.1A Committee Member (other than nominees of the Vintage Collegians and of the Young Old Boys notified under clause 10A(5), or appointed under clause 10A(6), each of whom are not elected under this clause 12) may only be elected as follows:

- (1) any 2 members of the Association may nominate another member (candidate) to serve as a Committee Member;
- (2) the nomination must be:
 - (a) in writing;
 - (b) signed by the candidate and the Members who nominated him or her; and
 - (c) given to the secretary at least 7 days before the annual general meeting at which the election is to be held;
- (3) each Member present at the annual general meeting may vote for any number of candidates not more than the number of vacancies;
- (4) ~~if, at the date of the meeting, there are not enough candidates nominated, nominations may be taken from the floor of the meeting.~~

if, at the date of the meeting, the total number of Committee Members is between 4 and 8¹⁴, nominations may be taken from the floor. ¹⁵

- 12.2 A list of the candidates' names in alphabetical order, with the names of the Members of the Association who nominated each candidate, must be posted on the Association's website at least 7 days immediately preceding the annual general meeting. The names of the nominees of the Vintage Collegians and the Young Old Boys chapters must also be posted upon the receipt of same by the Secretary.¹⁶
- 12.3 If required by the Committee, balloting lists must be prepared containing the names of the candidates in alphabetical order.

13. Resignation or removal from office of Committee Member

13.1 The office of a Committee Member will become vacant if the Committee Member:

- (1) dies;
- (2) resigns his or her office by notice in writing to the president or in the case of the president himself, the vice-president¹⁷;
- (3) becomes a disqualified person; and
- (4) is absent without prior leave granted by the Committee for three consecutive meetings of the Committee of which due notice was given.

13.2 If a Committee Member resigns his or her office under rule 13.1(2), the resignation takes effect on:

- (1) the day and at the time the notice is received by the president or vice-president¹⁶; or
- (2) if a later day is stated in the notice – the later day.

13.3 ~~If a position on the Committee becomes vacant, the Committee may fill the position until such time as a replacement is appointed by the Members.~~¹⁸

13.4 A Committee Member may be removed from office at a general meeting of the Association if a majority of the Members present at the meeting vote in favour of removing the Committee Member.

13.5 Before a vote of Members is taken about removing the Committee Member from office, the Committee Member must be given a full and fair opportunity to show cause why he or she should not be removed from office.

¹⁴ Amendment 4/22 – 1 February 2022

¹⁵ Amendment 8/17 – 4 July 2017

¹⁶ Amendment 5/22 – 1 February 2022

¹⁷ Amendment 6/22 – 1 February 2022

¹⁸ Amendment 7/22 – 1 February 2022

- 31.6 A Committee Member has no right of appeal against the Member's removal from office under this rule 13.

14. Vacancies on Committee

- 14.1 If a casual vacancy occurs on the Committee, the continuing Committee Members may appoint another Member of the Association to fill the vacancy until the next annual general meeting or carry on notwithstanding any vacancy. Any Committee Member so appointed must retire at the next annual general meeting, but may be eligible for election as a Committee Member at such a meeting in accordance with rule 12.
- 14.2 The continuing Committee Members may act despite a casual vacancy on the Committee.
- 14.3 However, if the number of Committee Members is less than the minimum number fixed under rule 11.4, the continuing Committee Members may act only to:
- (1) increase the number of Committee Members to the minimum number required;
 - or
 - (2) call a general meeting of the Association.

15. Powers and duties of the Committee

- 15.1 The Committee is charged with the control, management and strategic direction of the Association and the maintenance and protection of its resources.
- 15.2 Without in any way limiting clause 15.1 the specific powers and duties of the Committee will be to:
- (1) generally do all things, subject to this constitution, as are necessary for the proper and efficient administration of the Association and for the advancement of its objects;
 - (2) develop and approve guiding principles for the operation and control of the Association not inconsistent with this constitution;
 - (3) develop and approve guiding principles for the Members of the Association not inconsistent with this constitution;
 - (4) adopt such means for promoting and making known the objects the Association as may seem expedient and appropriate to the Committee;
 - (5) do all such other things as may be deemed incidental or conducive to the attainment of the objects of the Association or any of them; and
 - (6) exercise all powers usually incidental to the operation of an organisation of a like nature.

15.3 The Committee will have the power to nominate from time to time one of their number to be appointed as a director of BBC Foundation Limited.

16. Meetings of Committee

16.1 The Committee may meet and conduct its proceedings as it considers appropriate.

16.2 Meetings of the Committee must be convened by the secretary by giving not less than 7 days' notice in writing to each Committee Member of the time and place of such meeting.

16.3 At a Committee meeting, 4 Committee Members present in person will form a quorum.

16.4 Minutes of the proceedings of the Committee meeting must be taken by the secretary and circulated to the Committee Members within one week after the close of the meeting.

16.5 The minutes of the Committee meeting will be open to the inspection by any Member applying to the secretary.

16.6 The chairperson of the Committee meeting will be the president, or in his absence, the vice-president. In the absence of both, the Committee must elect one of their number to be chairperson of the meeting.

16.7 A question, matter or resolution arising at a Committee meeting is to be decided by a majority vote of Committee Members present at the meeting and, if the votes are equal, the question is decided by the chairperson.

16.8 If the secretary receives a written request signed by at least 4 Committee Members, the secretary must call a special meeting of the Committee.

16.9 A request for a special meeting must state:

- (1) why the special meeting is called; and
- (2) the business to be conducted at the meeting.

16.10 The secretary must give each Committee Member at least 14 days' notice of a special meeting of the Committee, unless a shorter time is unanimously agreed by the Committee.

16.11 A notice of a special meeting must state:

- (1) the day, time and place of the meeting; and
- (2) the business to be conducted at the meeting.

16.12 The president or, if there is no president or if the president is not present within 10 minutes after the time fixed for a Committee meeting, the vice-president is to preside as chairperson at the meeting.

- 16.13 If the president and the vice-president are absent from a Committee meeting, the Committee Members present may choose 1 of their number to preside as chairperson at the meeting.
- 16.14 If a quorum is not present within 30 minutes after the time fixed for a Committee meeting called on the request of Committee Members under rule 16.8, the meeting lapses.
- 16.15 If a quorum is not present within 30 minutes after the time fixed for a Committee meeting called other than on the request of Committee Members, the meeting is to be adjourned to:
- (1) the same day, time and place in the next week; or
 - (2) a day, time and place decided by the Committee.
- 16.16 If, at an adjourned meeting mentioned in rule 16.15, a quorum is not present within 30 minutes after the time fixed for the meeting, the meeting lapses.
- 16.17 The Committee may in extraordinary circumstances meet without the aforementioned notice being given provided:
- (1) That bona fide efforts are made to notify all Committee Members of the meeting;
 - (2) That any resolution reached or course of action decided upon be ratified at the next ordinary meeting of the Committee.¹⁹

17. Sub-committees

- 17.1 The Committee may delegate the whole or part of its powers to a sub-committee. A sub-committee will conduct its business in accordance with the directions of the Committee and will periodically report their proceedings to the Committee.
- 17.2 Members of sub-committees may be Members of the Association, members of staff of the College, members of the community with particular skills relevant to the work of the sub-committee, or any other person considered appropriate by the Committee.
- 17.3 A sub-committee may meet and adjourn as it considers appropriate.
- 17.4 A question, matter or resolution arising at a sub-committee meeting is to be decided by a majority vote of the members of the sub-committee present at the meeting and, if the votes are equal, the question is decided in the negative.
- 17.5 The president, the vice-president, the secretary and the treasurer may be ex-officio members of all sub-committees.

18. Resolutions of Committee without meeting

- 18.1 A written resolution signed or endorsed by e-mail (or other form of communication as adopted by the Committee from time to time)²⁰, by each Committee Member for the time being entitled to receive notice of a Committee meeting is as valid and effectual as if it had been passed at a Committee meeting that was properly called and held.
- 18.2 A resolution mentioned in rule 18.1 may consist of several documents in like form, each signed or endorsed¹⁹ by 1 or more Committee Members.

19. Patron

- 19.1 The Committee may appoint any person they think fit as Patron of the Association.
- 19.2 The Patron may or may not be a Member.
- 19.3 Unless the Patron is a Member, the Patron has no rights and privileges of membership, other than the right to receive notices of and attend and be heard at any general meeting, and is otherwise subject to this constitution.
- 19.4 A Patron is appointed for a 3 year term. A Patron is eligible for re-appointment by the Committee within 2 months of the third anniversary of the Patron's appointment.

20. Resignation or removal of Patron

- 20.1 A Patron may resign by notice in writing to the president.
- 20.2 If a Patron resigns under rule 20.1, the resignation takes effect on:
- (1) the day and at the time the notice is received by the president; or
 - (2) if a later day is stated in the notice – the later day.
- 20.3 The Committee may terminate a Patron's appointment if:
- (1) the Committee, in its discretion, resolves to terminate the Patron's appointment;
 - (2) the Patron is convicted of an indictable offence;
 - (3) the Patron does not comply with any of the provisions of this constitution;
 - (4) the Patron conducts himself or herself in a way considered to be injurious or prejudicial to the character or interests of the Association; or
 - (5) the Patron was employed by the College at the time of his or her appointment and ceases to be employed by the College.

²⁰ Amendment 9/22 – 1 February 2022

21. Annual General Meetings

- 21.1 The Association must hold an annual general meeting of its Members:
- (1) at least once each year; and
 - (2) within 6 months after the end of the Association's previous financial year.
- 21.2 At least 30 days' written notice of the annual general meeting must be displayed on the Association's website.
- 21.3 The Committee must decide the way in which the notice must be given.
- 21.4 Any Member may, not less than 21 days prior to the holding of the annual general meeting, give notice to the secretary requesting that a special matter be placed on the agenda. If the Committee so decides, such matter will be included in the business of the meeting.

22. Business to be conducted at annual general meeting

- 22.1 The following business must be conducted at each annual general meeting:
- (1) receiving the president's report for the last financial year;
 - (2) receiving the financial reports of the Association for the last financial year; and
 - (3) electing Committee Members.

23. General meetings

- 23.1 The secretary only may call a general meeting by giving each Member notice of the meeting within 14 days after:
- (1) being directed to call the meeting by the Committee; or
 - (2) being given a written request signed by: (a) at least 33% of the Committee Members; or
(b) 5% of the Members.
- 23.2 A request mentioned in rule 23.1(2) must state:
- (1) why the special general meeting is being called; and
 - (2) the business to be conducted at the meeting.
- 23.3 Notice of a general meeting must be given in accordance with rule ~~24~~³.
- 23.4 Any meeting of Members must be held for a proper purpose.

24. Notice of general meeting

- 24.1 The secretary may call a general meeting of the Association.
- 24.2 The secretary must give at least 21 days' notice of the meeting to each Member.
- 24.3 The Committee may decide the way in which the notice must be given.
- 24.4 However, notice of a meeting must be displayed on the Association's website where the meeting is called to hear and decide a proposed special resolution of the Association.
- 24.5 A notice of a general meeting must state the business to be conducted at the meeting.

25. Quorum for, and adjournment of, general meeting

- 25.1 Subject to rule 25.5, at a general meeting 10 Members present in person or by proxy form a quorum.
- 25.2 No business may be conducted at a general meeting unless a quorum of Members is present when the meeting proceeds to business.
- 25.3 If a quorum is not present within 30 minutes after the time fixed for a general meeting called on the request of Members or Committee Members, the meeting lapses.
- 25.4 If a quorum is not present within 30 minutes after the time fixed for a general meeting called other than on the request of Members or Committee Members, the meeting is to be adjourned to:
 - (1) the same day, time and place in the next week; or
 - (2) a day, time and place decided by the Committee.
- 25.5 If, at an adjourned meeting, a quorum under rule 25.1 is not present within 30 minutes after the time fixed for the meeting, the Members present form a quorum.
- 25.6 The chairperson may, with the consent of any meeting at which a quorum is present, and must if directed by the meeting, adjourn the meeting from time to time and from place to place.
- 25.7 If a meeting is adjourned under rule 25.6, only the business left unfinished at the meeting from which the adjournment took place may be conducted at the adjourned meeting.
- 25.8 The secretary is not required to give the Members notice of an adjournment or of the business to be conducted at an adjourned meeting unless a meeting is adjourned for at least 30 days.
- 25.9 If a meeting is adjourned for at least 30 days, notice of the adjourned meeting must be given in the same way notice is given for an original meeting.

26. Procedure at general meeting

26.1 Subject to this constitution, at each general meeting:

- (1) the president or, if there is no president or if the president is not present within 15 minutes after the time fixed for the meeting or is unwilling to act, the vicepresident is to preside as chairperson;
- (2) if the vice-president is absent or unwilling to act as chairperson, the Members present must elect 1 of their number to be chairperson of the meeting;
- (3) the chairperson must conduct the meeting in a proper and orderly way;
- (4) each question, matter or resolution must be decided by a majority of votes of the Members;
- (5) each Member may take part and vote in a general meeting in person or by proxy;
- (6) each Member present and entitled to vote is entitled to 1 vote only and, if the votes are equal, the chairperson has a casting vote as well as a primary vote;
- (7) a Member is not entitled to vote at a general meeting if the Member's membership fees are in arrears at the date of the meeting;
- (8) voting may be by a show of hands or a division of members, unless at least 20% of the Members present demand a secret ballot;
- (9) if a secret ballot is held, the chairperson must appoint 2 Members to conduct the secret ballot in the way the chairperson decides;
- (10) the result of a secret ballot as declared by the chairperson is taken to be a resolution of the meeting at which the ballot was held;
- (11) the secretary must ensure full and accurate minutes of all questions, matters, resolutions and other proceedings of each Committee meeting and general meeting are electronically recorded; and
- (12) the secretary must ensure that electronic copies of minutes for each general meeting is open for inspection at all reasonable times by any Member who previously applies to the secretary for the inspection.

26.2 To ensure the accuracy of the minutes recorded under rule 26.1(11):

- (1) the minutes of each Committee meeting must be signed by the chairperson of the meeting, or the chairperson of the next Committee meeting, verifying their accuracy;
- (2) the minutes of each general meeting must be signed by the chairperson of the meeting, or the chairperson of the next general meeting, verifying their accuracy; and

- (3) the minutes of each annual general meeting must be signed by the chairperson of the meeting, or the chairperson of the next meeting of the Association that is a general meeting or annual general meeting, verifying their accuracy

26A Pandemic, Public Emergency etc

If, whether due to a declared state of emergency, public disorder, pandemic or natural disaster it becomes in the opinion of the Committee impracticable or dangerous to hold a meeting in person, whether of the Committee or of the Association including the Annual General Meeting, then the Committee may conduct such a meeting electronically. Provided that such meeting is advertised in the normal way to those otherwise entitled to attend.²¹

27. Proxies

- 27.1 An instrument appointing a proxy must be in writing and be in the following or similar form:

Brisbane Boys' College Old Collegians' Association

I, _____ of _____, being
a member of the Association, appoint
_____ of _____
as my proxy to vote for me on my behalf at the (annual) general meeting of the
Association, to be held on the _____ day of _____ 20 and at any
adjournment of the meeting.

Signed this _day of _20

Signature.

- 27.2 The instrument appointing a proxy must be signed by the appointer or the appointer's attorney properly authorised in writing.
- 27.3 A proxy must be a member of the Association.
- 27.4 The instrument appointing a proxy is taken to confer authority to demand or join in demanding a secret ballot.
- 27.5 Each instrument appointing a proxy must be given to the secretary at least 7 days before the start of the meeting or adjourned meeting at which the person named in the instrument proposes to vote.

²¹ Amendment 10/22 – 1 February 2022

27.6 Unless otherwise instructed by the appointer, the proxy may vote as the proxy considers appropriate.

27.7 If a member wants a proxy to vote for or against a resolution, the instrument appointing the proxy must be in the following or similar form:

Brisbane Boys' College Old Collegians' Association

I,

of member of the

Association, appoint

,being a

of

as my proxy to vote for me on my behalf at the (annual) general meeting of the

Association, to be held on the

day of

20

and at any adjournment of the meeting.

Signed this day of 20

Signature

This form is to be used *in favour of/*against [*strike out whichever is not wanted*] the following resolutions:

[*List relevant resolutions*]

28. Financial records and documents

28.1 Keeping of financial records

- (1) The financial year of the Association will commence on 1 January and end on 31 December in the same year.
- (2) The Committee will ensure the relevant accounting standards and auditing requirements of unincorporated associations are duly complied with.
- (3) All monies received on account of the Association will be banked in the name of the Association in a bank account at such bank as the Committee may from time to time direct.

28.2 Keeping other documents

The Committee must ensure the safe custody of books, documents, instruments of title and securities of the association.

29. Badge and Insignia

29.1 The insignia and badge of the Association will be such as the Committee may from time to time determine.

30. Distribution of surplus assets to another entity

30.1 This rule applies if the Association:

- (1) is disbanded or wound up; and
- (2) has surplus assets.

30.2 The surplus assets must not be distributed among the Members of the Association.

30.3 The surplus assets may be given to the College.

30.4 Otherwise, the surplus assets must be given to another entity determined by the Committee:

- (1) having objects similar to the Association's objects; and
- (2) the rules of which prohibit the distribution of the entity's income and assets to its members.

31. Amendment to the constitution

31.1 This constitution may be amended from time to time by a general meeting of the Members entitled to vote called for the purpose provided that:

- (1) notice in writing of the proposed amendments has been given to all Members not less than 14 days before the date of the general meeting; and
- (2) the proposal to amend the constitution is supported by not less than two thirds of the Members present who are entitled to vote.

31.2 A record of all amendments to this constitution will be recorded in an Annexure A attached to this constitution. The record will include the dates on which the amendments were approved and the full text of the amendments made.

Annexure A

Date	Amendment No.	Amendment	Reference
4 July 2017	1/17	Deletion s3(4) & Renumbering of Sub-sections	Definition of Headmaster
4 July 2017	2/17	Replacement of s3(7)	Definition of Old Boy
4 July 2017	3/17	Replacement of s3(10)	Definition of Young Old Boy
4 July 2017	4/17	Replacement of s6.2	Classes of Members Honorary Members
4 July 2017	5/17	Replacement of s8	Admission and Rejection of Honorary Members
4 July 2017	6/17	Replacement of s10.2(3)	Register of Members Date of Admission
4 July 2017	7/17	Removal of s11.6	Composition of Committee at time of adoption of Constitution
4 July 2017	8/17	Insertion of s12.1(4)	Electing the Committee Taking Nominations from the Floor
30 October 2018	1/18	Replacement of s8	Admission and Rejection of Honorary Members
30 October 2018	2/18	Insertion of s8.7	Honorary Members may be referred to as "Honorary Old Collegian"
1 February 2022	1/22	Insertion of s10A	Creation of Young Old Boys and Vintage Collegians Chapters
1 February 2022	2/22	Amendment of s11.2	Removal of eligibility of College Staff to be members of the Committee
1 February 2022	3/22	Amendment of s11.5	Separation of the roles of Secretary and Treasurer
1 February 2022	4/22	Amendment of s12.1(4)	Clarifying number of committee members in relation to nominations from the floor

1 February 2022	5/22	Amendment of s12.2	Inserted requirement that the names of the nominees from the YOB & VC chapters are also posted on the website
1 February 2022	6/22	Amendment of s13.1(2) & 13.2(1)	Inserted procedure for the resignation of the President
1 February 2022	7/22	Deletion of s13.3	Redundant provision as the filling of casual vacancies is covered by Section 14
1 February 2022	8/22	Insertion of s16.17	Allows for emergency meetings of the executive without formal notice
1 February 2022	9/22	Amendment of s18	Allows for the "flying minute" procedure to take place by e-mail
1 February 2022	10/22	Insertion of s26A	Allows for electronic meetings in cases of public emergencies etc
1 February 2022	11/22	Replacement of definition of Vintage Collegian	Made for administrative reasons but ensures each cohort year enters the chapter together

End of document