



OLD IGNATIANS' ASSOCIATION CONSTITUTION

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AMENDMENT RECORD

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TABLE OF CONTENTS

1	Name	1
2	Constitution	1
3	Objects	1
4	Chaplain	1
5	Powers	2
6	Prohibition against securing profits for members	3
7	Obligation to comply with directions of the Rector	3
8	Membership	3
9	Resignations	4
10	Exclusion, Suspension and Expulsion	4
11	Register of Members	5
12	Committee	5
13	Membership of the Committee	6
14	Special provisions relating to the President	7
15	Special provisions relating to Vice-Presidents	8
16	Special provisions relating to the Treasurer	8
17	Special Provisions relating to the Secretary	9
18	Proceedings of the Committee	9
19	Election of Officers and Committee Members	10
20	Annual General Meeting	11
21	Special General Meeting	12
22	Quorum and voting at General Meetings	12
23	Special Business	12
24	Adjournment	13



25	Minutes	13
26	Financial reporting	14
27	Audit	14
28	Seal and Seal-Holders	14
29	Indemnity	14
30	Dissolution	15
31	Notices	15

1 NAME

- 1.1 The name of the incorporated association is “Old Ignatians’ Association” (**the Association**).

2 CONSTITUTION

- 2.1 Persons admitted to membership of the Association in accordance with this Constitution and any Rules made under this Constitution:
- 2.1.1 shall be and form an Association with the name “Old Ignatians’ Association”; and
 - 2.1.2 shall be governed by and agreed to be bound by this Constitution and any such Rules to the same extent as if they have respectively signed and sealed them.
- 2.2 This Constitution shall be registered as required by the Associations Incorporation Act 1985.
- 2.3 This Constitution may be altered (including an alteration to the Association’s name or rescission, replacement or substitution substitute) by special resolution under clause 23.

3 OBJECTS

- 3.1 The objects of the Association are to:
- 3.1.1 promote, maintain and strengthen the connection between Old Ignatians;
 - 3.1.2 share the Ignatian spirit with the broader community in a way that upholds Ignatian tradition and values;
 - 3.1.3 further the interests of St. Ignatius’ College, including the provision of financial and other support to current and intending students; and
 - 3.1.4 promote and foster the formation of clubs for spiritual, community, sporting, artistic, recreational and other activities consistent with Ignatian traditions and values.
 - 3.1.5 To develop and promote the Ignatian tradition of service and social justice for all.

4 CHAPLAIN

- 4.1 The Association shall have a Chaplain who:
- 4.1.1 shall be a member of the Society of Jesus; and
 - 4.1.2 shall be appointed by the Committee in consultation with the Rector.



5 POWERS

5.1 For the purpose of carrying out its objects, the Association may:

- 5.1.1 acquire, hold, deal with, and dispose of, any real or personal property; and
- 5.1.2 administer any property on trust; and
- 5.1.3 open and operate accounts at authorised deposit-taking institution within the meaning of the Banking Act (Cth); and
- 5.1.4 invest its moneys:
 - (a) in any security in which trust moneys may, by Act of Parliament, be invested; or
 - (b) in any other manner authorised by this Constitution and any Rules made under this Constitution; and
- 5.1.5 borrow money upon such terms and conditions as the association thinks fit; and
- 5.1.6 give such security for the discharge of liabilities incurred by the association as the association thinks fit; and
- 5.1.7 appoint agents to transact any business of the association on its behalf;
- 5.1.8 enter into any other contract it considers necessary or desirable;
- 5.1.9 support, subscribe to or become a member of, or associated or amalgamated with, any charitable or public body, association, club or other body;
- 5.1.10 pay out of the funds of the Association all expenses of or incidental to its maintenance and management or to the carrying out of its objects; and
- 5.1.11 to do all such other acts and things which are incidental or conducive to the attainment of its objects.

5.2 All payments out of the funds of the Association and all cheques drawn on the Association's account shall be:

- 5.2.1 signed and countersigned by any two members of the Committee of the Association; or
- 5.2.2 signed by the President or a Vice-President of the Committee where authorised by resolution at a meeting of the Committee.

6 PROHIBITION AGAINST SECURING PROFITS FOR MEMBERS

- 6.1 The income and capital of the Association shall be applied exclusively to the promotion of its objects and no portion shall be paid or distributed directly or indirectly to member of the Association or their associates except as bona fide remuneration for services rendered or expenses incurred on behalf of the Association.

7 OBLIGATION TO COMPLY WITH DIRECTIONS OF THE RECTOR

- 7.1 The Association must comply with any reasonable direction issued in writing by the Rector from time to time in respect of:
- 7.1.1 the use of branding, trademarks, logos or other identifying materials related to St. Ignatius College;
 - 7.1.2 statements either expressly or by implication promoting, or apparently intended to promote, a connection with or the support of St. Ignatius College in respect of any conduct, action, activity or undertaking of the Association.

8 MEMBERSHIP

- 8.1 The Association shall consist of all persons who have been admitted to membership in accordance with, and have continued to comply with, this Constitution and any Rules made under this Constitution for the time being.
- 8.2 The Association shall have two classes of membership:
- 8.2.1 ordinary members, admitted in accordance with the requirements of clause 8.3; and
 - 8.2.2 honorary and life members, admitted in accordance with the requirements of clause 8.4.
- 8.3 Before any person shall be admitted as an ordinary member of the Association he or she must:
- 8.3.1 have attended as a pupil of Saint Ignatius' College in the State of South Australia for a period of not less than one school year; and
 - 8.3.2 provided service to St Ignatius College and have completed stage 1 of the Ignatian induction program
- 8.4 The Committee may, at its absolute discretion, admit any person as an honorary or life member of the Association provided that:
- 8.4.1 such admission is consistent with the objects of the Association; and

8.4.2 in recognition of ongoing and extraordinary service to the Ignatian community

8.5 A person who is a member of a religious order is not required to satisfy the subscription obligations of clauses **Error! Reference source not found.**, **Error! Reference source not found.** or **Error! Reference source not found.** as a condition precedent to admission as a member of the Association.

9 RESIGNATIONS

9.1 A member may resign from membership of the Association by giving written notice to the Secretary of the Association.

10 EXCLUSION, SUSPENSION AND EXPULSION

10.1 An application for membership of the Association may be refused by the Committee:

10.1.1 by reason for the non-fulfilment of any of the qualifications or requirements incidental to membership;

10.1.2 for any other reason, which, in the absolute discretion of the Committee, seems just and reasonable to the Committee.

10.2 The Committee may suspend from membership of the Association any member:

10.2.1 whose conduct is considered by the Committee, in its absolute discretion, to be detrimental to the interest of the Association; or

10.2.2 for such other reason which, in the absolute discretion of the Committee, seems just and reasonable to the Committee.

10.3 The Committee may expel any member from the Association:

10.3.1 for such other reason which, in the absolute discretion of the Committee, seems just and reasonable to the Committee.

10.4 Any person suspended or expelled from membership of the Association under clauses 10.2 or 10.3 shall be notified in writing by the Secretary of such suspension or expulsion within five days after the decision of the Committee was made.

10.5 Upon receipt of a notice of suspension or expulsion, the person affected shall be permitted to:

10.5.1 appear before the Committee; or

10.5.2 provide a written explanation to the Secretary for submission to the Committee,

in respect of the decision.

- 10.6 The Committee must, at its next meeting, consider any submissions under clause 10.5 and may:
- 10.6.1 restore the person to the privileges of membership upon such conditions as the Committee thinks fit;
 - 10.6.2 fix the period of suspension for a stipulated period; or
 - 10.6.3 expel such person from the Association.
- 10.7 A resolution for the expulsion of a member under this clause 10 shall not be passed unless at least two thirds of the Committee members present at the meeting vote in favour of the resolution.

11 REGISTER OF MEMBERS

- 11.1 The Committee must keep a register of members, which must contain at least:
- 11.1.1 the name and address of each member;
 - 11.1.2 the date on which each member was admitted to membership of the Association;
 - 11.1.3 the type of membership of the member;
 - 11.1.4 contact details for the member; and
 - 11.1.5 if applicable, the date of and reasons for termination of membership.

12 COMMITTEE

- 12.1 The management of the Association shall be vested in a Committee.
- 12.2 The Committee shall be responsible in all things to the Association in General Meeting.
- 12.3 The Committee has the following powers and duties:
- 12.3.1 to be responsible for the business of the Association and the advancement of its objects;
 - 12.3.2 to care for, control and conduct the Association's activities and the property;
 - 12.3.3 to enter into agreements and contracts in relation to its duties except as specifically prohibited by this Constitution or Rules made under this Constitution;

- 12.3.4 to interpret and decide all matters in connection with, the construction of and all matters connected with this Constitution or any Rules made under this Constitution;
 - 12.3.5 to make and enforce Rules and regulations for the conduct of meetings (otherwise than are incorporated this Constitution), functions and other activities of the Association;
 - 12.3.6 to seek the assistance of other members or persons for special purposes and to employ any person, firm or company for any purpose which may seem expedient;
 - 12.3.7 to fill casual vacancies caused by the resignation, death or otherwise of any officer or member of the Committee until the holding of the next Annual General Meeting;
 - 12.3.8 to supervise and control the finances of the Association and to authorise payment of all debts or liabilities which the Association may from time to time incur;
 - 12.3.9 to perform or carry out any other act or thing which may be incidental to the foregoing matters or to the proper and efficient management of the Association and which are not expressly reserved by this Constitution or Rules made under this Constitution to the decision of a General Meeting; and
 - 12.3.10 to appoint a public officer as required by and for the purposes of the Associations Incorporation Act 1985.
- 12.4 The Committee may delegate all or any of its powers or duties under clause 12.3 to:
- 12.4.1 the President;
 - 12.4.2 a Vice-President;
 - 12.4.3 a member of the Committee; or
 - 12.4.4 sub-Committees consisting of such members of the Association or of the Committee as the Committee may deem fit.

13 MEMBERSHIP OF THE COMMITTEE

- 13.1 The Committee shall consist of the following persons elected in accordance with the requirements of clause 19:
- 13.1.1 the President for the time being of the Association;
 - 13.1.2 one Vice-President for the time being of the Association;; ;

- 13.1.3 the Secretary for the time being of the Association;
- 13.1.4 the Treasurer for the time being of the Association;
- 13.1.5 the Rector for the time being of Saint Ignatius' College or his representative.
- 13.1.6 the Social Justice officer for the time being of the Association
- 13.1.7 the Old Ignatian sports club, recreation and community liaison officer for the time being of the Association
- 13.1.8 the Marketing and Communications officer for the time being of the Association
- 13.1.9 up to eight general members of the Association elected at each Annual General Meeting of the Association;
- 13.1.10 two student members of the Committee, each of whom:
 - (a) attended as a senior pupil of Saint Ignatius' College during the year immediately preceding an Annual General Meeting of the Association; and
 - (b) has been approved by the Rector or Headmaster for the time being of Saint Ignatius' College for the purposes of this clause;
- 13.1.11 up to two club members of the Committee, each of whom:
 - (a) is the President of a club within the meaning of clause 3.1.4; and
 - (b) has been approved by the Rector or Headmaster for the time being of Saint Ignatius' College for the purposes of this clause.
- 13.2 If any member of the Committee shall be absent from three consecutive Committee meetings without cause considered just and reasonable by the Committee, his or her seat shall be declared vacant.
- 13.3 Subject to the special voting rights of the Chairman, each member of the Committee present at the meeting shall have one vote.

14 SPECIAL PROVISIONS RELATING TO THE PRESIDENT

- 14.1 A person may not hold the position of President for more than three consecutive terms.
- 14.2 The President:
 - 14.2.1 may call a meeting of the Committee at any time; and
 - 14.2.2 must call a meeting of the Committee if requested in writing by two members of the Committee, such meeting to be convened within fourteen days after the receipt



of such requisition provided that not less than five days' notice shall be given to the members of the Committee.

14.3 The President, must, at least once in every financial year:

14.3.1 meet with the Rector or Headmaster for the time being of Saint Ignatius' College in furtherance of the objects of the Association

14.3.2 meet, or require his or her delegate to meet, with the President or other authorised representative of each club within the meaning of clause 3.1.4 in furtherance of the objects of the Association; and

14.3.3 provide a report to the Committee on such meetings.

14.4 The President for the time being of the Association shall represent the Association at all public functions and on all occasions provided that if, for any reason, the President is unable to represent the Association he or she may appoint a Vice-President for the purpose.

15 SPECIAL PROVISIONS RELATING TO VICE-PRESIDENTS

15.1 A person may not hold the position of Vice-President for more than three consecutive terms.

15.2 During any period for which the President is unable to perform his or her functions under this Constitution, a Vice-President:

15.2.1 may call a meeting of the Committee at any time; and

15.2.2 must call a meeting of the Committee if requested in writing by two members of the Committee, such meeting to be convened within fourteen days after the receipt of such requisition provided that not less than five days' notice shall be given to the members of the Committee.

16 SPECIAL PROVISIONS RELATING TO THE TREASURER

16.1 The Treasurer must:

16.1.1 receive all the monies of the Association and account for the same, and their receipt shall be a sufficient discharge for the same;

16.1.2 open and maintain a banking account in the name of the Association with a recognized financial institution;

16.1.3 within five days after the receipt of any monies on behalf of the Association pay the same into the Association's Bank Account.

- 16.1.4 keep in a book to be open to the inspection of the Committee or the members at any time an account of all monies received and expended;
- 16.1.5 submit at the Annual General Meeting a Balance Sheet signed by the Auditor (if any) and disclosing the financial position of the Association as at the 30th day of June of the preceding financial year;
- 16.1.6 submit to the Committee, whenever so requested by the Chairman, a statement showing clearly the financial position and progress of the Association; and
- 16.1.7 keep other such records as may be necessary for the proper and efficient maintenance of the financial affairs of the Association.
- 16.1.8 maintain a minimum of two and a maximum of four bank signatories that are members of the Committee
- 16.1.9 arrange that all cheques payable by the Association require two signatories

17 SPECIAL PROVISIONS RELATING TO THE SECRETARY

- 17.1 The Secretary of the Association shall:
 - 17.1.1 conduct the affairs of the Association under the direction of the Committee;
 - 17.1.2 record full and accurate minutes of the proceedings at all meetings of members kept for that purpose as well as at all meetings of the Committee;
 - 17.1.3 use his or her best endeavours to distribute minutes to the Committee within a reasonable time following a meeting and, in any event, within one month of a meeting; and
 - 17.1.4 such other duties at the Committee or the Association shall designate.

18 PROCEEDINGS OF THE COMMITTEE

- 18.1 The Committee shall meet at least four times in each financial year.
- 18.2 The Chair at all Committee meetings shall be taken by the President or in his or her absence, a Vice-President.
- 18.3 Questions arising at any meeting of the Committee shall be decided by a majority of votes.
- 18.4 The Chair shall have a deliberative as well as a casting vote



- 18.5 The Secretary must cause minutes of all resolutions and proceedings of the Committee to be recorded and kept in accordance with the requirements of clause 25.
- 18.6 The quorum at meetings of the Committee shall be six members present in person.
- 18.7 A member of the Committee having a direct or indirect pecuniary interest in a contract or proposed contract with the association must disclose the nature and extent of that interest to the Committee as required by the Associations Incorporation Act 1985 and shall not vote with respect to that contract or proposed contract.
- 18.8 The member of the Committee under clause 18.7 must disclose in writing the nature and extent of his or her interest in the contract at the next Annual General Meeting of the Association.

19 ELECTION OF OFFICERS AND COMMITTEE MEMBERS

- 19.1 At each Annual General Meeting of the Association under clause 20, all officers and members of the Committee, other than those listed in clauses 19.2.1, 19.2.2 and 19.2.3 shall retire from office, but shall be eligible for re-election.
- 19.2 All officers of the Association (including the President, Vice-President, Secretary and Treasurer) and all members of the Committee shall be elected annually at the Annual General Meeting of the Association, except:
- 19.2.1 the Rector for the time being of Saint Ignatius' College, or his representative;
- 19.2.2 the student members of the Committee under clause 13.1.10;
- 19.2.3 the club members of the Committee under clause 13.1.11,
- who shall be ex officio members of the Committee.
- 19.3 No person shall be elected to fill any office in the Association or as a member of the Committee unless a nomination in writing shall have been signed by such person and by their proposer and seconder and shall have been lodged with the Secretary prior to the Annual General Meeting of the Association at which the election of officers is to take place.
- 19.4 Every nomination form shall specify the office or position for which the member nominates or is nominated.
- 19.5 If one member only is nominated for any office or position the Chairman of the Annual General Meeting of the Association shall declare the member so nominated to be duly elected to fill the office or position for which they have been nominated.
- 19.6 If more than one member is nominated for any office or position an election by ballot shall be held which shall be under the supervision and control of the Chairman of the Annual General Meeting of the Association who may appoint such assistants for the purposes of the ballot as they shall think fit.

- 19.7 No person shall be entitled to vote unless he or she:
- 19.7.1 is a member of the Association; and
 - 19.7.2 is present in person at the meeting at which the election is being held.
- 19.8 At the conclusion of the ballot the Chairman shall declare the member recording the highest number of votes to be duly elected to the office being voted upon.
- 19.9 In the event of an equality of votes the Chairman shall have a casting vote to decide who shall fill the office or position and the member in whose favour the Chairman exercises such casting vote shall be duly elected to the office or position being voted upon.
- 19.10 In the event of a casual vacancy of the Committee arising either from resignation or declaration by the Committee pursuant to clause 13.1.11(b) of this Constitution, the Committee for the time being is empowered to appoint such member as it thinks fit to fill the said vacancy.
- 19.11 The Secretary shall keep a record of the votes registered in favour of each person elected and in no case shall voting by post or proxy be allowed.
- 19.12 Should the Secretary be unable or unwilling to act, the Committee shall have power to appoint any member to perform the duties required of the Secretary.

20 ANNUAL GENERAL MEETING

- 20.1 The Annual General Meeting of the Association shall be held annually at such time as the Committee decides.
- 20.2 The Secretary shall cause a notice specifying the date, time and place of the Annual General Meeting to be forward to members of the Association and such notice shall be sent in such time as to give all members at least fourteen days' notice of that meeting.
- 20.3 The President for the time being of the Association or, in his or her absence, a Vice-President appointed by the Committee, shall take the Chair at all Annual General Meetings.
- 20.4 The following shall be the order of business at all Annual General Meeting:
- 20.4.1 Minutes of previous Special General Meeting (if any) and minutes of previous Annual General Meeting;
 - 20.4.2 President's Report;
 - 20.4.3 Treasurer's statement;
 - 20.4.4 Committee's report for past year;
 - 20.4.5 Election of office bearers and Committee members;



- 20.4.6 Amendments to Constitution and Rules;
 - 20.4.7 correspondence;
 - 20.4.8 general business.
- 20.5 Any business (other than business constituting Special Business under clause 23) may be brought forward and voted upon at any Annual General Meeting
- 20.6 Any resolution (other than a resolution affecting any matter constituting Special Business under clause 23) which is properly moved and seconded by members of the Association shall be carried on a simple majority of votes of members present in person at the Annual General Meeting.

21 SPECIAL GENERAL MEETING

- 21.1 A Special General Meeting of the Association must be convened by the Secretary at any time by the direction of the Committee or within days after the receipt by the Secretary of a requisition in writing signed by not less than twenty-five (25) (why 25?) members of the Association who in their requisition shall clearly state the object of and business to be dealt with at such Special General Meeting.
- 21.2 No other business shall be brought forward or discussed at such meeting, except that for which the meeting shall have been convened.
- 21.3 The Secretary must forward to members of the Association at least fourteen days' notice of all Special General Meetings, together with an agenda of the business to be brought forward at the meeting.

22 QUORUM AND VOTING AT GENERAL MEETINGS

- 22.1 The quorum at all General Meetings of the Association shall be fifteen members of the Association present in person.
- 22.2 Each member present at a General Meeting shall have one vote in each election and upon any proposed resolution, provided that the Chairman shall have a deliberative as well as a casting vote

23 SPECIAL BUSINESS

- 23.1 The following matters shall constitute Special Business and may only be dealt with by a special resolution:
- 23.1.1 any proposed amendment to the Constitution;
 - 23.1.2 any proposal for the dissolution or winding-up of the Association;

23.1.3 such other matters as the Association in General Meeting may by resolution constitute to be Special Business.

23.2 A special resolution dealing with any matter constituting Special Business shall not be proposed or carried at any meeting of the Association unless:

23.2.1 at least twenty one days' notice in writing specifying the precise nature of the business to be dealt with has been given to all members of the Association by the Secretary;

23.2.2 at least three quarters of the members vote in favour of such resolution (whether in person at the meeting or by proxy).

24 ADJOURNMENT

24.1 If at any meeting a quorum is not present within thirty minutes from the time appointed for the holding of the meeting, the meeting will stand adjourned to the same day of the next week (except as to days being Public Holidays when the day following any such excepted day shall be the day for holding an such adjourned meeting) provided that, if after two consecutive adjourned meetings no quorum be present, then the meeting shall lapse.

25 MINUTES

25.1 The minutes of a meeting held under this Constitution must be:

25.1.1 entered within one month after the relevant meeting in minutes books kept for the purpose;

25.1.2 confirmed by the members of the Committee or the Association (as relevant) at the subsequent meeting;

25.1.3 signed by the Chair of the meeting at which the proceedings took place or by the Chair of the subsequent meeting at which the minutes are confirmed.

25.2 Where minutes are entered and signed under this clause 18 they shall, unless the contrary is proved, be evidence that:

25.2.1 the meeting was convened and duly held;

25.2.2 all proceedings held at the meeting shall be deemed to have been duly held; and

25.2.3 all appointments made at a meeting shall be deemed to be valid.



26 FINANCIAL REPORTING

- 26.1 The financial year of the Association shall be the period of 12 months commencing on 1 January and ending on 31st December of each year.
- 26.2 The Association shall keep and retain such accounting records as are necessary to correctly record and explain the financial transactions and financial position of the association in accordance with requirements of the Associations Incorporation Act 1985.

27 AUDIT

- 27.1 If the Committee consider it desirable in the interests of the Association, an Auditor or Auditors shall be appointed by the members in General Meeting.
- 27.2 The Auditor or Auditors may be members of the Association provided that:
- 27.2.1 no person shall be eligible for appointment as an Auditor who is interested otherwise than as a member of the Association; and
 - 27.2.2 no officer of Committee member shall whilst holding office be eligible as an Auditor.
- 27.3 The Auditor or Auditors shall at all time have access to all books of account of the Association.

28 SEAL AND SEAL-HOLDERS

- 28.1 The Association may have and use a common seal and on such seal shall be inscribed the name of the Association.
- 28.2 The seal holders of the Association shall be such members of the Committee as the Committee may appoint for the purpose.
- 28.3 The common seal of the Association shall be affixed to an instrument, only with the authority of a resolution of the Committee previously given and in the presence of at least the seal-holders, one of which shall be the Secretary.
- 28.4 Every instrument to which the seal shall be affixed shall be signed by the seal-holder or seal-holders not being the Secretary, and shall be countersigned by the Secretary.
- 28.5 Each officer of the Association shall be a seal-holder, and upon their ceasing to be an officer of the Association they shall cease to be a seal-holder.

29 INDEMNITY

- 29.1 The Committee shall have recourse on members of the Association in respect of all obligations, contracts and liabilities of whatsoever kind for which the Committee has become liable on behalf of the Association and the Committee shall be indemnified by the members

of the Association against all liability which it may incur in the performance of its duties and in the bona fide exercise of its powers.

30 DISSOLUTION

30.1 The Association shall not be dissolved or wound-up except in manner provided under the Associations Incorporation Act 1985.

30.2 If, upon the dissolution or winding-up of the Association, surplus assets remain after satisfaction of all debts and liabilities and property of whatsoever kind, those surplus assets shall not be paid or distributed amongst the members but shall be given or transferred to:

30.2.1 Saint Ignatius' College; or

30.2.2 in the event of some incapacity on the part of Saint Ignatius' College, the Society of Jesus.

31 NOTICES

31.1 Each member must provide to the Secretary his or her contact details, and any changes to those details, in a manner and form specified by the Secretary from time to time.

31.2 Any notice required to be given to any member pursuant to this Constitution shall be deemed to have been duly given if sent by the preferred method of communication stipulated by and addressed to the member at the address appearing in the records of the Association.