

# PERTH MODERNIAN SOCIETY (INC)

## CONSTITUTION

### NAME AND OFFICE

1. The name of the association is **Perth Modernian Society (Inc)**.
2. The office of the Society shall be situated at **Perth Modern School, Roberts Road, Subiaco** in the State of Western Australia or at such other place as the Council of the Society may determine.

### OBJECTS AND FUNCTIONS

3. The **objects** of the Society are:
  - a) to preserve and enhance the reputation and traditions of the School among present and former students and staff and in the community;
  - b) to encourage and assist former students and staff to renew and maintain their associations with the School;
  - c) to encourage and facilitate contact and communication among former students and staff;
  - d) to support and to encourage and facilitate support by former students and staff of current activities of the School and of present students and staff;
  - e) to maintain records and archives of the School and its students and staff, and to encourage and facilitate the recording of the history of the School and its students and staff;
  - f) to promote and support the Sphinx Foundation (Inc);
  - g) to do anything incidental to any of the above objects.
4. In order to achieve the objects of the Society, its **functions**; include:
  - a) publishing on a regular and ongoing basis a newsletter, which will be distributed to present and former students and staff and which will contain (among other items) information as to current activities of the School, the Society and the Foundation and the activities-of former students and staff;
  - b) promoting and providing support for reunions and other meetings of former students and staff;
  - c) coordinating involvement of former students and staff in the activities of the School with the view to supporting present ~and enabling students to develop to their full potential;
  - d) ensuring that the records of the School are preserved and the history of the School and its students and staff is preserved, interpreted and published;

- e) using the ethos of the School as a means of promoting the various activities of the Society and ensuring that the name, reputation and traditions of the school are upheld within the School and the community;
- f) encouraging donations and bequests to the Foundation for the benefit of the School and School activities.

## INCOME AND PROPERTY

5. The property and income of the Society shall be applied solely towards the promotion of the objects of the Society and no part of the property or income may be paid or otherwise distributed, directly or indirectly, to members of the Society, except that the Society may remunerate any member of the Society in good faith for goods or services actually rendered to the Society.

## MEMBERSHIP AND SUBSCRIPTIONS

6. Any person who is a **student or former student or a member or former member of the staff**, in any capacity, of the School is eligible to be a member of the Society.
7. A person eligible to be a member of the Society shall become a **Member of the Society** when the **name and postal or residential address** of the person is, at the request of the person, entered upon the register of members of the Society.
8. A **Member** of the Society shall not be obliged to pay any membership subscription.
9. A Member of the Society or a person eligible to be a member of the Society may become a **Contributing Member** of the Society upon payment of a subscription of \$100 or such other amount (being not less than \$100) as the Council of the Society may determine.
10. The Council of the Society may, by a majority of not less than two thirds of its members present and voting, elect any person who is not otherwise eligible to be a member of the Society as an **Honorary Member** of the Society.
11. The Council may, by a majority of not less than two thirds of its Members present and voting, elect any person, whether a Member or Life Member or eligible to be a Member of the Society or not, as an **Honorary Life Member of the Society** by reason of his or her distinguished service to the School, the Society, the Foundation or the public or any section of it.
12. Any Member may resign from the Society by giving written notice to that effect to the Society.
13. The Council may, by a majority of not less than two thirds of its members present and voting, terminate the membership of a member in accordance with procedures set out in by-laws made by the Council.

## COUNCIL OF THE SOCIETY

14. The management of the affairs of the Society shall be vested in the Council.

**15. The Council shall comprise:**

- a) **10 Members**, five of whom shall be **elected** at each annual general meeting for a **two year term**, of which five at least **one** of whom shall be a **member or former member of the staff** of the School;
- b) a **Member of the Board of the Foundation** nominated by that Board for a **one year term**;
- c) a **Member of each Standing Committee** of the Society nominated by the Committee for a **one year term**.

The notice of the annual general meeting of the Society shall indicate in relation to the election of Council members under paragraph (a) that the Constitution of the Society requires that the notice of meeting stipulate the desirability of an appropriate balance among elected Council members of gender and of representation of different age groups.

The Council may, consistently with paragraph (a), fill any casual vacancy among members of the Council elected under that paragraph. The relevant Board or Committee may fill any casual vacancy among members of the Council nominated under paragraph (b) or (c).

16. The **Principal of the School** (or a current member of the School staff nominated by the Principal) and a **parent of a current student nominated by the Principal** shall be entitled to attend all meetings of the Council and to speak but shall not be entitled to vote unless otherwise qualified to do so as a member of the Council.
17. The Council shall, at its first meeting after the annual general meeting of the Society, appoint from among its members a President, two Vice-Presidents, a Secretary and a Treasurer. **The Council may, in consultation with the Principal, appoint an Executive Director of the Society.**
18. The Council shall regulate its meetings and proceedings as it sees fit. All persons entitled to attend Council meetings shall receive due notice of meetings of the Council.

A **quorum** for a meeting of the Council shall comprise five persons entitled to vote. Questions arising at any meeting shall be decided by a majority of votes. The **chairperson of the meeting** shall have a **casting vote**.

## **POWERS OF THE COUNCIL**

19. The Council may, in order to achieve the objects of the Society:
  - a) open, close and operate any bank account;
  - b) invest moneys of the Society or under the control or trusteeship of the Society;
  - c) act as trustee of any trust or other fund;

- d) raise money in any manner it sees fit, including by undertaking or participating in any commercial venture;
- e) act as nominee, trustee, agent, attorney, delegate, substitute or financial controller, either solely or jointly with others or any person or persons, company, corporation, fund, trust or institution, and undertake any other office of trust and perform and discharge the duties and functions incidental thereto and generally transact all kinds of business either gratuitously or otherwise;
- f) give any mortgage, charge or other security over any part of the real or personal property of the Society;
- g) insure any property of the Society against any risk the Council considers necessary and pay all premiums in respect of any insurance policy taken out by the Council in relation to that property; purchase, sell, lease or grant a lease, acquire or hold, either solely or jointly with any other party and in any way deal with any real or personal property of any kind including any business undertaking or scheme;
- h) lend and advance money or give credit to any person or company or the School, guarantee and give any guarantee or indemnity for the payment of money or the performance of any contract or obligation by any person or company or the School, secure or undertake in any way the repayment of any moneys lent or advanced to or liability incurred by any person or company or the School, and otherwise assist any person or company or the School;
- i) borrow or raise or secure the payment of money in such manner as the Council may think fit and secure the same or the repayment or performance of any debt liability, contract, guarantee or other engagement incurred to be entered into by the Foundation in any way and in particular by the issue of debentures perpetual or otherwise charged upon all or any of the Foundation's property, and purchase, redeem or pay off any such security;
- j) borrow or accept monies from the Foundation with or without security for the purposes of the Society; .
- k) exercise all or any powers and do all such acts and things as may appear to the Council conducive to the attainment of the objects of the Society;
- l) employ on a full-time or part-time basis any person, company, partnership or institution as the Council may consider appropriate;
- m) enter into any contract for personal service or any consultancy agreement or seek any professional or expert advice from any person as is considered necessary by the Council.

20. The Council shall ensure that the minutes of all meetings of the Council are kept and recorded and the Council shall confirm such minutes at its next meeting. Copies of the minutes of each meeting shall be sent forthwith to each member of the Council.

## COMMITTEES OF THE SOCIETY

21. The Executive Committee shall, between meetings of the Council and on its behalf and subject to its directions, manage the affairs of the Society.
22. The Executive Committee of the Society shall comprise the President, the Vice-Presidents, the Secretary, the Treasurer and the chairpersons of the Finance Committee, the Membership Committee and the Newsletter Committee.
23. The Standing Committees of the Society and, on behalf of and subject to the directions of the Council, the respective functions of the Standing Committees shall be:
  - a) the **Finance Committee** - fundraising, sponsorship and advertising including in relation to the newsletter, and investment of Society funds;
  - b) the **Functions Committee** - conduct of Society functions and coordination of reunions;
  - c) the **Historical and Museum Committee** - maintenance and publication of records of the School, the staff and the students, and the preparation of displays;
  - d) the **Membership Committee** - recruiting of members and maintenance in an up-to-date condition of a register of members and their postal or residential addresses and other membership records; and the
  - e) the **Newsletter Committee** - editing and publishing the Society newsletter.
24. Each **Standing Committee** shall, subject to any directions of the Council, propose its membership and its chairperson and other office holders to the Council for approval by all at its first meeting after the annual general meeting of the Society.
25. The Council may constitute, reconstitute and dissolve ad hoc committees of the Society having such terms of reference and membership as Council may determine.
26. **Each committee** of the Society shall be **responsible to** and **report to** the Council. Each committee shall prepare an annual report for inclusion in the annual report of the Council. Each committee shall ensure that accurate minutes of its meetings are prepared and provided to the Council.
27. Subject to any directions of the Council - **each committee** of the Society shall regulate its meetings and proceedings as it sees fit; all members of the committee are entitled to receive due notice of meetings; a **quorum** at a meeting of the committee shall be **three members**; questions arising at a meeting of the committee shall be decided by a majority of votes; and the **chairperson** of the meeting shall have a **casting vote**.

## FINANCIAL YEAR

28. The financial year of the Society shall commence on the 1 st of January and end on the 31st of December each year.

## ANNUAL GENERAL MEETING AND SPECIAL GENERAL MEETINGS

29. The annual general meeting of the Society shall be held during the first four months of the financial year at such time and place as the Council may determine.
30. The business of the annual general meeting shall be the consideration and adoption of the annual report of the Council and the balance sheet and statement of income and expenditure for the previous year, the election of members of the Council and such other matters as are duly brought before the meeting by the Council or any member
31. The Council may call a special general meeting of the Society at any time.
32. The **quorum at a general meeting** shall be **three members** of the Council. All members may attend and vote at such meetings and all matters arising during the meeting shall be decided by a majority of votes of those members present and voting.
33. The chairman of all general meetings shall be the President of the Society or his or her nominee.
34. Every member shall be given at least **14 days notice** of any general meeting. Notice may be given in the newsletter of the Society or by advertisement in "The West Australian" newspaper.

## ACCOUNTS AND REPORTS

35. The Council shall:
- a) keep proper accounts with respect to all sums of money received and expended by the Society, the manner in which the receipt and expenditure takes place, and the assets and liabilities of the Society;
  - b) prepare a balance sheet and a statement of income and expenditure as at the 31st of December each year;
  - c) prepare an annual report covering the various activities of the Society for the year for presentation at the annual general meeting.
36. The **accounts** of the Society shall be **subject to audit** and a duly audited copy of the latest annual balance sheet and statement of income and expenditure shall be furnished to the Council not later than 21 days prior to the annual general meeting of the Society.
37. The secretarial. and financial records of the Society shall be:
- a) kept at the office of the Society or at such other place or places as the Council may determine;

- b) available for inspection by any member of the Council or the Foundation or any Standing Committee of the Society.

## **AUDITOR**

- 38. The Society shall appoint an auditor at its annual general meeting.**

## **COMMON SEAL**

- 39. The common seal of the Society shall be kept in safe custody** in accordance with the directions of the Council and shall only be affixed to any deed, instrument or other document by the authority of a resolution of the Council. Any two members of the Council nominated by the Council and the Secretary shall countersign the affixing of the seal. The secretary shall keep a record of all documents to which the seal has been affixed.

## **BY-LAWS**

- 40. The Council may adopt by-laws for the conduct of the affairs of the Society, the Council and any Standing or other committee established by the Council and such other matters not inconsistent with the objects of the Society or this Constitution as the Council may consider desirable for the purposes of advancing the objects of the Society.**

## **DISSOLUTION**

- 41. The Society may be dissolved by a resolution to that effect passed at a general meeting of the Society on the recommendation of the Council.**
- 42. Upon the dissolution of the Society no money or property of the Society remaining after satisfaction of all its debts and liabilities shall be paid to or distributed amongst the members. To the extent not already vested, such money or property shall be given and transferred to an incorporated association established for the benefit of the School for use in such manner as the Society shall think fit for the benefit of the School subject to the terms of any trust affecting such money or property or if the School has ceased to exist or if the Society so requests to a charitable institution, organisation, foundation or body having objects similar to those of the Society or the Foundation and being a public benevolent institution within item 81 (1)(c) of the First Schedule to the Sales Tax (Exemptions and Classifications) Act 1935 of the Commonwealth and which prohibits the distribution of its income and property among its members to an extent at least as great as is imposed upon the Society under this clause and which is determined by the Council at or before the time of dissolution or in default by a Judge of the Supreme Court of Western Australia but if and to the extent that effect cannot be given to the provisions of this clause to another charitable object or purpose determined by the Attorney-General of Western Australia.**

## **AMENDMENT OF CONSTITUTION**

- 43. A general meeting of the Society may, by a majority of not less than three quarters of its members present and voting, amend this Constitution pursuant to a resolution, notice of which is given in the notice of meeting.**

## INTERIM ARRANGEMENTS

44. The first annual general meeting of the Society shall be held during the first four months of 1996. Pending that meeting the powers and obligations of the Council shall be exercised by the body known as the Planning Committee of the proposed Perth Modernian Society (Proposed association of present and former students and staff of Perth Modern School) and similarly the powers and obligations of the Standing Committees shall be exercised by the respective Committees of the proposed Society corresponding to the Standing Committees of the Society.

Perth Modernian Society (Inc)  
Registered No. 1004735  
11th day of July 1995