



The Rules of

GREGORY TERRACE OLD BOYS' ASSOCIATION

Also colloquially known as GTOBA

**St Joseph's College
Gregory Terrace
SPRING HILL QLD 4000**

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1. Definitions

1.1 In these rules, words and phrases have the meaning set out below:

ACNC means the Australian Charities and Not-for-profits Commission.

ACNC Act means Australian Charities and Not-for-profits Commission Act 2012 (Cth) as amended from time to time.

AGM means annual general meeting.

Association means the unincorporated association described in rule 2.

Committee and **committee member(s)** means the association's committee of management and the members of the committee of management respectively (see rule 12.5).

General meeting means the meetings of members of the association as described in rule 15, consisting of AGMs and special general meetings.

Members. Rules around membership are addressed in section 9.

Old Boys means past students of St Joseph's College, Gregory Terrace, Spring Hill, Queensland

Purpose or the purposes means the purposes of the association as described in rule 4

Patron means whoever the committee members may appoint as Patron from time to time including but not limited to the Archbishop of Brisbane or the College Principal

Registered charities means charities registered with the ACNC.

Special resolution means a resolution of members:

- of which at least 14 days' notice of the meeting at which it will be considered has been given to members, and
- that is passed at a general meeting by 75% or more of the members voting (who are eligible to vote – whether in person, by attorney or by proxy), voting in favour of the resolution.

The College means St Joseph's College, Gregory Terrace, Spring Hill, Queensland

2. Preliminary

- 2.1 The name of the association is **GREGORY TERRACE OLD BOYS' ASSOCIATION**, also colloquially known as **GTOBA**
- 2.2 The association is a support group for and under the umbrella and coverage for all purposes of The College and its community.
- 2.3 The association is unincorporated.
- 2.4 These rules are intended to be binding on members of the **association** and enforceable by courts in Queensland.

3. Alteration of rules

- 3.1 Subject to rule 3.2 below, these rules may be changed, added to, or replaced by special resolution of the association's members at a general meeting.
- 3.2 The members must not pass a special resolution that alters:
 - a) the name of the organisation
 - b) its purpose in a material way
 - c) rule 4.6.

4. Purpose and not-for-profit status

- 4.1 The primary purpose of the association is to facilitate and strengthen the connection amongst Old Boys, and between Old Boys and the College.
- 4.2 The association will pursue the following purposes within our community:
 - a. to advance a social connection and interaction amongst Old Boys
 - b. to advance and maintain a connection between Old Boys and the College
 - c. to maintain a positive working relationship with the College and its administrators
 - d. to promote the mission, values, success and standing of Gregory Terrace, built on the foundation of the Edmund Rice Charter imparted to gentlemen of Terrace
 - e. to advance and maintain the traditions and values of the College
 - f. to provide financial and / or other support to initiatives of The College, The College Foundation, or the College's faculties from time to time as the committee sees appropriate.
- 4.3 The association may do all things that help it to achieve these purposes, in accordance with these rules, and with respect to the mission and values of Edmund Rice and the Christian Brothers.
- 4.4 The association and its committee may only do things and use the income and assets of the association (including those held on trust for the association or its purposes) for the purposes in 4.2.
- 4.5 The association must operate consistently with legal requirements for registered charities.

- 4.6 The association must not distribute any income or assets to members except as in 4.7.
- 4.7 Rule 4.6 does not stop the **association** from doing the following things, provided they are done fairly and honestly:
- a. paying a member for goods or services they have provided at fair and reasonable rates or at rates more favourable to the association, or
 - b. making a payment or providing a benefit to a member as a proper beneficiary in carrying out the association's purpose(s), or
 - c. paying a member for expenses properly incurred, subject to the provision of appropriate supporting documentation (receipts etc).
- 4.8 Where the association is to engage a member pursuant to 4.7a or 4.7b, a general resolution must be passed by the committee, pursuant to 14.4.

Indemnity

- 4.9 To the extent possible under law, members (including committee members) are entitled to be indemnified out of the assets held for the association for any debts or liabilities incurred personally by a member when acting on behalf of the association, so long as the member was:
- a. authorised by the association to take that action, and
 - b. acting fairly and honestly and in the best interests of the association.
- 4.10 This indemnity is a continuing obligation and is enforceable by a person even if that person is no longer a member of the association. This indemnity only applies to the extent that the person is not otherwise entitled to be indemnified and is not actually indemnified by another person (including an insurer under an insurance policy).
- 4.11 The association, being a supporter group of The College, looks to The College to ensure indemnity and insurance coverage for the association, its committee members for all reasonable purposes in relation to any activity or action taken in support of its stated purposes. In addition, to the extent permitted by law, and if the committee considers it appropriate, the association may pay or agree to pay a premium for a contract insuring a person who is or has been a member of the association (including a committee member) against any liability incurred by that person as a member of the association (including as a committee member).

5. Funds and assets

- 5.1 All assets of the association, including any money and bank accounts which it may hold for itself, may also be held and managed for the association by The College. The committee may establish policies about the holding and management of funds and assets on behalf of the association or its purposes, and that set out who oversees these funds and assets and who can make decisions about them.
- 5.2 The association must satisfy any obligations that apply to the use of assets over which a trust exists.

5.3 The association can receive funding from:

- a. joining and membership fees
- b. donations
- c. grants
- d. fundraising
- e. interest, and
- f. any other lawful sources approved by the committee that are consistent with furthering the association's purposes.

6. Financial year

6.1 The financial year of the association is from 1 January to 31 December, unless the **committee** passes a resolution to change the financial year.

7. Record-keeping

7.1 The association must make and keep written financial records, (which will be carried out for the association by The College) that:

- a. correctly record and explain the association's transactions and financial position and performance, and
- b. enable true and fair financial statements to be prepared and to be audited.

7.2 The association must also keep written records that correctly record its operations by its meeting records and minutes, and be able to produce these records if required by law.

7.3 The association must retain its records for at least seven years, or as otherwise required by the ACNC Act or any other laws that may apply (for example, taxation law).

7.4 The committee members must take reasonable steps to ensure that the **association's** records are kept safe and The College will assist with this duty.

8. Contracts

8.1 As an unincorporated association, the association cannot enter into contracts in its own name but only in the collective names of two or more individuals appointed by the committee or may request The College to enter contracts on the association's behalf and will be indemnified pursuant to 4.9.

8.2 The individuals who enter into the contract under the previous rule may elect to re-execute a contract if one or more of the individuals is no longer a member of the association, in which case the committee shall point one or more individuals in their place.

9. Membership

- 9.1 Anyone applying for membership or continuing as a member must support the purposes and agree to be bound by these rules. A person may be approved as a Member, Related Member or Honorary Member.
- a. A former student may apply to join the association as a Member.
 - b. A father of a former student may apply to join the association as a Related Member.
 - c. Any person of good character may be appointed by the committee, in its discretion, as an Honorary Member in recognition of some special service to the purposes or some exceptional circumstances.
 - d. Related Members have all of the rights and responsibilities of membership except that they may attend any meeting only as an observer and cannot vote at any meeting or on any proposed motion or election and may not stand for election nor serve as President or Vice President.
 - e. Honorary Members have all of the rights and responsibilities of membership except that they are exempt from fees and may attend any meeting only as an observer and cannot vote at any meeting or on any proposed motion or election and may not stand for election nor serve as a committee member.
- 9.2 Membership is automatic for all students on 1) graduation from The College; and 2) satisfaction of membership fee payments as set by the committee in conjunction with The College.
- 9.3 Membership is for life, however membership status is able to be reviewed by the committee from time to time in accordance with section 15.
- 9.4 The committee will in its absolute discretion decide what it considers a fair process for receiving and approving or rejecting membership applications.
- 9.5 After the committee has approved or rejected an individual membership application, the committee must write to the applicant as soon as possible to tell them whether their application was approved or rejected. If an application is rejected, the association does not have to give reasons.
- 9.6 The committee can set or change joining fees, membership fees for members and any other fees, including their format and structure, in conjunction with The College.
- 9.7 Members must pay any membership fee and any unpaid joining fee within one month of being asked to do so. If a member does not pay on time, their membership may be suspended by the committee until all money due is paid. If the member does not pay all amounts owing within six months of their membership being suspended, their membership may be cancelled by the committee.
- 9.8 When membership is suspended, a member cannot exercise their members' rights, including voting at any meeting.
- 9.9 A person immediately ceases being a member when:
- a. their membership is cancelled under these rules
 - b. the committee receives written (paper or electric) notice of the member's resignation, or

c. they die.

9.10 If a member resigns or membership is cancelled, the association is not required to refund any joining and membership fees already paid.

10. Register of members

10.1 The association must maintain a register of members and may ask the College to carry out this obligation on its behalf.

10.2 Members' names and contact details (an email address is sufficient instead of other contact details, if the committee approve this) may be entered in the register of members when membership is approved. A person becomes a member when their name is entered on the register and dues are paid in full.

10.3 The committee may record the date that a person stops being a member of the association in the register of members as soon as possible after the person stops being a member.

10.4 Members agree that their details may be used by the committee for the association's purposes without any further permission being sought. If a member requests that access to their details on the register of members be restricted, the committee may decide whether access will be restricted and will notify the member of this.

10.5 The College will at all times be the legal custodians of the core membership database.

11. Members' access to documents

11.1 A member may make reasonable requests to inspect (at a reasonable time) the:

- a. rules of the association
- b. general meeting minutes, and
- c. register of members (subject to rule 11.5, data confidentiality laws and The College's discretion).

11.2 A member may make reasonable requests for copies of the documents requested under rule 11.1. The association can charge a reasonable fee for making documents available or providing copies.

11.3 Members may only use information that is accessed in accordance with rules 11.1 or 11.2 for lawful and proper purposes related to the association. Before allowing access, the committee, in its absolute discretion may request that a Statutory Declaration be given declaring the use intended for information.

11.4 Subject to rule 11.5, the association must provide access to documents or copies requested under rules 11.1 and 11.2 within a reasonable time.

11.5 The association can refuse to provide access or copies, or provide only limited access, if the documents contain confidential, personal, employment, commercial or legal matters, or if granting the request would breach a law or could cause damage or harm to the association, or if the request is otherwise unreasonable.

11.6 Members cannot inspect or get copies of committee meeting minutes or parts of the minutes, unless the committee specifically allows it.

12. The Committee

12.1 The association is governed by the committee that is made up of committee members. The role of the committee is to ensure that the association is responsibly, fairly and honestly managed and pursues its purposes.

12.2 The committee can exercise all powers and functions of the association (consistently with these rules and relevant Australian laws), except for powers and functions that the members are required to exercise at a general meeting (under these rules or relevant Australian laws).

12.3 The committee can delegate any of its powers and functions to a committee member, a sub-committee which it appoints, a staff member or a member, other than the power of delegation or a duty that applies to the committee or particular committee member under Australian laws.

12.4 Committee members are elected by a ballot of members of the association who are entitled to vote, so long as the member is present in person or by proxy at a general meeting.

12.5 The committee is made up of a minimum of 5 and maximum of 20 committee members. The President cannot be a Related Member or Honorary Member. Committee members to be elected at the AGM include President, Vice President, Secretary, Treasurer, Immediate Past Student and general committee members. The Immediate Past President is not elected but is a committee member for the year after their term as President ends, unless resigning earlier.

12.6 The President will act as Chair of the committee at every meeting after each AGM, unless not present at the meeting, in which case the committee must appoint a committee member who is present, as Chair.

12.7 The committee may, by approved motion, appoint or remove committee members to and from any sub-committee positions (such as Chair, Membership) and decide their responsibilities in those roles.

12.8 Each committee member finishes their time on the committee at the end of the next AGM after they were appointed, but they can be elected again.

12.9 Nominations for committee membership, including nominations for positions of President, Vice President, Secretary and Treasurer, must be received in written format by the Secretary no later than 7 days prior to the advertised date of the general meeting where an election for the committee is being held. The Chair of the general meeting may, in their discretion invite nominations during the general meeting. In either case, an existing member of the association must support the nomination.

12.10 To be eligible to be a committee member, a person:

- a. must be nominated under rule 12.9
- b. must give the association their signed consent to act as a committee member of the association, and

- c. must be a member of the association at the time of their nomination, appointment, and for the duration of their time on the committee.
- 12.11 If the number of eligible applicants nominated for each committee position is sufficient for the number required by rule 12.5, the chair may declare the positions filled without holding a ballot.
- 12.12 A committee member stops being on the committee if they:
- a. resign, by writing to the committee
 - b. stop being a member of the association
 - c. are removed by a resolution of members of the association
 - d. are absent without the consent of the committee from all meetings of the committee held during a period of six months
 - e. fail to fulfill their duties as a committee member, as defined by the committee of the day
 - f. die.
- 12.13 If a committee member stops being on the committee before the next AGM, the committee may temporarily appoint a member of the association to fill the vacancy on the committee until the next AGM.

13. Duties of the committee

- 13.1 Among its other responsibilities, the committee is responsible for making sure that:
- a. a Memorandum of Understanding is entered into with the College, which continues to be valid at all times, outlining among other things i) that the College has all reasonable insurance in place to indemnify the GTOBA, its committee and members for Directors and Officers liability and Public liability ii) all expectations and obligations the College has of the GTOBA and GTOBA has of the College to ensure harmonious and effective relations.
 - b. accurate minutes of general meetings and committee meetings are made and kept
 - c. other records are kept in accordance with rules 7.1 to 7.4, and
 - d. documents of the association are made available to members in accordance with rules 11.1 to 11.6.
- 13.2 The committee shall have authority to interpret the meaning of this Constitution and any matter relating to the Association on which this Constitution is silent.
- 13.3 Committee members must:
- a. comply with their legal duties under Australian laws and ensure that the association complies with its duties under Australian laws, and
 - b. meet the requirements for responsible entities (committee members) which are:
 - i. to exercise their powers and discharge their duties with the degree of care and diligence that a reasonable individual would exercise if they were a committee member of the association
 - ii. to act in good faith (fairly and honestly) in the best interests of the association and to further the purposes of the association set out in rule 4
 - iii. not to misuse their position as a committee member

- iv. not to misuse information they gain in their role as a committee member
- v. to disclose any perceived or actual material conflicts of interest
- vi. to ensure that the financial affairs of the association are managed responsibly, and
- vii. not to allow the association to operate while it is insolvent.

14. Committee meetings

- 14.1 A committee member can call a meeting by giving 2 days' notice of a meeting to all committee members unless the meeting is an urgent meeting (in which case reasonable notice must be given).
- 14.2 The committee can decide how often it meets, and the way in which it meets, including by allowing committee members to attend through technology, so long as it allows everyone to communicate.
- 14.3 The President will chair committee meetings. If the President does not attend, the committee members present can choose who will chair that meeting.
- 14.4 A resolution is passed if seconded and more than half of the committee members voting at the committee meeting vote in favour of the resolution.
- 14.5 A majority (more than half) of committee members, or 5 committee members (whichever is the lesser number, must be present (either in person or through the use of technology) for the meeting to be validly held (this is the quorum for committee meetings).
- 14.6 The committee can allow circular resolutions using technology. To pass a circular resolution, each committee member must agree to it in writing, including by email or other electronic communication, and it is passed once a majority of committee member has agreed to it.

15. General meetings of members

- 15.1 General meetings of members can be called by the committee. Alternatively, the committee must call a general meeting if requested by a group of members making up the lower of 50 members, or at least 10% of members who are entitled to vote at general meetings. The members must state in the request any resolution to be proposed at the meeting.
- 15.2 If the committee does not call and hold a meeting when requested to do so under rule 15.1 within two months of the request, 50% or more of the members who made the request may call on the Secretary to arrange to hold a general meeting. In that case the Secretary must notify the members and the meeting must be held within three months from the time the request was made to the Secretary and as far as possible the meeting should follow the procedures for calling general meetings set out in these rules. The members are entitled to claim any reasonable expenses that they incur in calling the meeting from the assets of the association.
- 15.3 Twenty members is the quorum for any general meeting or special general meeting or AGM. The meeting must be held if least 20 of the members who are entitled to vote at the meeting are

present at a general meeting (either in person or by proxy or through technology that allows for clear and simultaneous (interactive) communication of all meeting participants.

- 15.4 Written notice of general meetings must be provided to all members (and the association's auditor or reviewer if one is appointed) at least 14 days before the meeting. Notice to members must be sent to the members' contact email or otherwise postal addresses listed on the register of members.
- 15.5 Any notice of general meetings must include the meeting details (including whether the meeting is to be held in two or more places and the technology that will be used to facilitate this), proposed issues to be discussed and resolutions to be moved at that meeting.
- 15.6 The association must hold its AGM by 31 March each year at which it provides reports to members about the financial position and activities of the association.
- 15.7 The ordinary business of the AGM is to confirm the minutes of the previous AGM, receive reports and statements on the previous financial year, and elect committee members. The notice of the AGM must include any special business or resolutions to be considered.
- 15.8 A group of members making up the lower of 50 members, or at least 10% of members who are entitled to vote at general meetings can propose resolutions to be voted on at a general meeting by writing to the committee advising them of the proposed resolutions, as long as requirements to notify members of the resolutions prior to the general meeting can be met (which will depend on the type of resolution proposed).
- 15.9 Any resolution proposed under rule 15.8 must be considered at the next general meeting held no more than two months after the date the committee is notified of the request to present a resolution to members. This rule does not limit any other right that a member has to propose a resolution at a general meeting.
- 15.10 The President (see rule 12.6 and 12.7) will chair general meetings. If the President does not attend, the members at the meeting can choose another present member to be the chair for that meeting. The Chair is responsible for the conduct of the general meeting, and for this purpose must give members a reasonable opportunity to make comments and ask questions (including to the auditor or reviewer (if any)).
- 15.11 Each member has one vote, except Related members and Honorary members do not have a vote.
- 15.12 A resolution (other than a special resolution) is passed if more than half of the members present or by proxy at a general meeting vote in favour of the resolution.
- 15.13 Votes may be held by a show of hands or written ballot, or another method that the chair decides is fair and reasonable in the circumstances. If a vote is held initially by show of hands, any member can request a vote be held again by written ballot. If a vote of the members is tied, the chair of the meeting does not have an additional, deciding vote and shall declare that the motion has failed.
- 15.14 The chair can adjourn the meeting if there are not enough members at the meeting (a quorum – see rule 15.3) within 30 minutes of the meeting start time, or if there is not enough time at a meeting to consider all business. A new notice must be sent to members for the adjourned meeting (but does not have to comply with time for notice requirements, unless the adjourned

meeting is more than 21 days after the original meeting date). Only unfinished business may be dealt with at a resumed meeting. The chair must adjourn the meeting if a majority of members entitled to vote at the meeting direct the chair to do so.

15.15 On a show of hands, the chair's decision is conclusive evidence of the result of the vote.

15.16 The chair and the meeting minutes do not need to state the number or proportion of the votes in favour or against on a show of hands.

Dispute resolution process

15.17 If there is a dispute relevant to the association and the purposes, between:

- a. one or more members, and or
- b. one or more committee members

the parties (the people who disagree) involved must first attempt to resolve the dispute between themselves within a period of at least 14 days from the date the dispute is known to all parties involved.

Members agree to make best efforts to resolve disputes internally or by a recognized alternative dispute resolution process or by seeking professional advice of a reputable and qualified legal professional. Members agree they will not commence formal legal or court action nor will they seek media or social media publicity, even if they cease to be a member.

15.18 If the dispute cannot be resolved between the people involved, the committee must be notified, and a dispute resolution process must be put in place by the committee. The committee may develop a policy regarding dispute resolution and may seek professional advice.

15.19 A dispute resolution process must allow each party a reasonable opportunity to be heard and/or submit arguments in writing and should first attempt to resolve the dispute by the parties reaching agreement. If agreement cannot be reached, the committee may appoint an unbiased person to decide the outcome of the dispute. The unbiased person may be a member, non-member or professional mediator who is not connected with the dispute or the people involved in it.

Disciplining members

15.20 The committee, by a majority vote, can take disciplinary action against a member of the association (including any committee member) if it considers the member has breached these rules or if the member's behaviour is likely to cause (or has caused) harm to the association or to impact the harmony and cooperation between the association and The College. The committee must follow a disciplinary process in accordance with rule 15.23. The committee may choose to adopt a more detailed discipline policy, dealing with issues such as rights to appeal.

15.21 Disciplinary action can include warning a member or suspending or cancelling the member's membership. It cannot include a fine. Membership cannot be suspended for more than 12 months.

15.22 The committee must write to the member to tell them why they propose to take disciplinary action.

15.23 The committee must arrange a disciplinary procedure that meets these requirements:

- a. the outcome must be determined by an independent arbitrator who is appointed at the absolute discretion of the committee (by majority vote) and is not a committee member,
- b. the member must be afforded natural justice, including being given reasonable detail of any allegation and an opportunity to explain or defend themselves, and
- c. the disciplinary procedure must be completed as soon as reasonably practical.

15.24 The committee must notify the member of the outcome of the disciplinary procedure as soon as reasonably practical.

15.25 There will be no liability for any loss or injury suffered by a member as a result of any decision made in good faith (fairly and honestly) under rule 15.23.

16. Winding up

16.1 The association can be wound up by its members if the members pass a special resolution to wind up the association at a general meeting.

16.2 If the association is wound up, after it has paid all debts and other liabilities (including the costs of winding up), any remaining assets:

- a. should be divested in favour of The College Foundation as a non-profit educational institution with similar charitable purposes and must not be distributed to the members or former members of the association, or
- b. subject to the requirements of Australian laws and any Australian court order, must alternatively be distributed to the College directly, other Edmund Rice Australia organisations or other organisations with similar purposes, which is/are charitable at law, and which is/are not carried on for the profit or personal gain of members.

16.3 In making distributions upon winding up, the association must satisfy any obligations that apply to assets over which a trust exists.