



**THE LORETO COORPAROO PAST PUPILS' ASSOCIATION
INCORPORATED**

RULES OF ASSOCIATION

1. NAME

The name of the incorporated association is **THE LORETO COORPAROO PAST PUPILS' ASSOCIATION INCORPORATED** referred to herein as "the Association".

2. INTERPRETATION

(a) In these rules -

"Act" means the *Associations Incorporation Act 1981 (Qld)*

"ADI accounts" means any account with an authorised deposit-taking institution such as a bank)

"AGM" means annual general meeting

"the Chief Executive" has the same meaning as it has in the Act

"committee" means the management committee of the Association.

"committee members" means the officer bearers, the nominees and the ordinary management committee members.

"Financial Statement" has the same meaning as it has in the Act

"general meeting" means an AGM or a special general meeting of members convened in accordance with the Act and these Rules.

"IBVM" means the Institute of the Blessed Virgin Mary also known as the Loreto Sisters.

"Loreto Federation" or "Federation" means the conference for Loreto past students, Australia wide, that focuses on current issues of social concern amongst the Loreto community.

"member" means a past pupil of a Loreto School wherever situated who has paid a membership fee, or an incumbent School Captain of the School, or an honorary member of the Association.

"Membership Account" means the fund described in 9.1

"month" means a calendar month.

"officer bearers" means the President, Vice-President, Secretary and Treasurer of the Association.

"ordinary committee members" are members of the management committee that are not office bearers or nominees.

"past pupil" means any person who has attended the School, or any other Loreto College or Convent. "register of members" means a database of financial members

maintained on behalf of the Association by the School in conjunction with the Treasurer.

“School” means Loreto College Coorparoo.

“special general meeting” is a general meeting of members other than the AGM, which has been called for a specific purpose.

“special resolution” means:

“A resolution passed at a duly convened general meeting if:

i) at least seven days written notice specifying the intention to propose a resolution or special resolution has been given to all members; and

ii) the resolution is passed at a general meeting by a majority of not less than three-quarters of such members as being entitled to do so vote in person at that meeting.”

“Working Account” means the account referred to in Rule 8.1.

3. OBJECTS OF THE ASSOCIATION

3.1 The objects of the Association

The objects of the Association are:

- a) To encourage a spirit of Loreto amongst members and bring members into close touch with one another and with the Sisters of the IBVM.
- b) To encourage past pupils to continue the tradition of leadership through service which is part of their heritage and to ensure that “Women in time to come will do much” (Mary Ward).
- c) To recognise the need to provide opportunities for the spiritual growth of members, especially within the tradition of the IBVM.
- d) To raise funds to enable fee relief to be offered to needy families of Loreto College at the discretion of the Principal.
- e) To raise awareness of social justice and to work to alleviate inequalities in our society.
- f) To co-operate with the associations of other states to further the aims and objects of the Loreto Federation of Australia.

3.2 Non-Profit Clause

The assets and income of the Association shall be applied solely in furtherance of its objects. No portion shall be distributed, directly or indirectly, to the members of the Association except as proper reasonable compensation for services rendered to, or expenses incurred, on behalf of, or whilst representing the Association.

4. MEMBERSHIP

4.1 Classes of members

- a) The membership of the Association consists of ordinary members and honorary members.
- b) All classes of members have equivalent voting rights and equivalent eligibility for holding office.

4.2 Ordinary members

- a) Any past pupil of the School or any Loreto School wherever situated shall be eligible for membership of the Association upon payment of a membership fee.
- b) The incumbent School Captains shall become ordinary members of the Association upon appointment to those roles, and upon payment of a membership fee.
- c) The number of ordinary members is unlimited.

4.3 Honorary members

- a) Any member of the IBVM shall be eligible upon application to become an honorary member of the Association.
- b) An honorary member becomes a member upon entry of their name in the register of members.
- c) The number of honorary members is unlimited.

4.4 Membership Fees

- a) The membership fees shall be such amount as may be agreed upon by the members from time to time in a general meeting.
- b) Honorary members of the Association are not required to pay any membership fees.

4.5 Automatic membership

The provisions of this clause shall take effect as from the passing of these Rules. Any person who was a member of the unincorporated association on the day the Association is incorporated shall be admitted as an ordinary member or an honorary member of the incorporated association.

4.6 Resignation and Expulsion of a member

- a) A member may resign from the Association by giving written notice of resignation to the secretary. The resignation takes effect at -
 - i. the time the notice is received by the secretary; or
 - ii. if a later time is specified in the notice - the later time.
- b) Subject to giving a member an opportunity to be heard or to make a written submission, the committee may resolve to terminate a member's membership upon a charge of misconduct, or of conduct injurious, prejudicial or detrimental to the character or interests of the Association, or if the member does not comply with any of the provisions of these rules.
- c) Particulars of a charge shall be communicated to the member at least one month before the meeting of the committee at which the matter will be determined.
- d) The determination of the committee shall be communicated to the member, and in the event of an adverse determination the member shall, subject to 4.4(e) cease to be a member fourteen days after the committee has communicated its determination to the member.
- e) It shall be open to a member to appeal to the Association in general meeting against the expulsion. The intention to appeal should be communicated to the Secretary or Public Officer of the Association within fourteen days after the determination of the committee has been communicated to any member.
- f) In the event of an appeal under 4.6(e) above the appellant's membership of the Association shall not be terminated unless the determination of the committee to expel the member is upheld by the members in general meeting after the appellant has been heard by the members and in such event membership will be terminated at the date of the general meeting at which the determination of the committee is upheld.

4.7 Details of members

- a) The School, on behalf of the Association, in conjunction with the Treasurer, maintains the register of members. It is the member's responsibility to inform the School of any change to the member's personal details, including change of name or address.
- b) The register must include for each member, their full name and postal address, whether the member is a member of the committee, and any other particulars the committee or the members at a general meeting decide.
- c) The register must be open for inspection by members of the Association at all reasonable times.
- d) However, the committee may, on the application of a member, withhold information about the member (other than the member's full name) from the register available for inspection if it is determined by the committee appropriate to do so.
- e) A member of the Association must not -

i. use information obtained from the register of members of the Association to contact, or send material to, another member of the Association for the purpose of advertising for political, religious, charitable or commercial purposes; or

ii. disclose information obtained from the register to someone else, knowing that the information is likely to be used to contact, or send material to, another member of the Association for the purpose of advertising for political, religious, charitable or commercial purposes

f) Subrule 4.7 e)i does not apply if the use or disclosure of the information is approved by the Association.

5. POWERS OF THE ASSOCIATION

For the purpose of carrying out its objects the Association has the powers of an individual and may, for example, subject to the Act and these Rules:

- a) acquire, hold, administer, deal with, and dispose of, any real or personal property;
- b) act as, and exercise all necessary powers of a trustee of any real or personal property, or any interest in real property or personal property;
- c) open and operate bank accounts, including but not limited to, the Working Account and Membership Account
- d) invest its monies in:
 - i. any security in which trust monies may by Act of Parliament, be invested; or
 - ii. any other manner authorised by the Rules of the Association, and
- e) appoint agents to transact any business of the Association on its behalf; and
- f) enter into any other contract it considers necessary or desirable; and
- g) take over the funds and other assets and liabilities of the present unincorporated association known as the Loreto Coorparoo Past Pupils Association (the unincorporated association); and
- h) do all such things as may in the committee's determination be necessary or convenient for the achievement of its objects, including all things incidental to those objects.

6. THE COMMITTEE

6.1 Powers and duties

- a) The affairs of the Association shall be managed and controlled by the committee

- b) The committee has the authority to interpret the meaning of these rules and any matter relating to the Association on which the rules are silent, but any interpretation must have regard to the Act, including any regulation made under the Act.

Note: The Act prevails if the Association rules are inconsistent with the Act - section 1B of the Act

- c) The committee may do all things as are necessary, or incidental, to achieve the objects of the Association except anything that the Rules require to be done by the Association in general meeting.
- d) For the avoidance of doubt, the committee, in the management of the affairs of the Association, has the power to:
 - i. invest the funds of the Association, and
 - ii. spend the funds, whether capital or interest, of the Association in any way which promotes the interests of the Association.

6.2 Documents

The committee must ensure the safe custody of books, documents, instruments of title and securities of the Association.

6.3 Appointment and election

- a) The committee shall be comprised of
 - i. President
 - ii. Vice President
 - iii. Secretary
 - iv. Treasurer, and
 - v. not less than eight (8) ordinary committee members, and each member of the committee shall have one vote except as provided for in Rule 6.3(d).
- b) A committee member shall be a member.
- c) The School Captains in each year shall become ordinary committee members provided that they are members of the association and have attained the age of eighteen years and have accepted the role of committee member in writing.
- d) A person may be a candidate only if the person is an adult and is not ineligible to be elected as a member under section 61A of the Act.
- e) The ordinary committee members shall be elected at the AGM of the Association and shall hold office for two (2) years. A retiring ordinary committee member shall be eligible to stand for re- election without nomination.
- f) A member may nominate in writing another member (the candidate) to serve as a member of the committee. The nomination must be signed by the candidate and provided to the secretary 7 days prior to the AGM.

- g) Nominations may be taken from the floor if there are not enough candidates nominated at the start of the meeting.
- h) The office bearers shall hold office for two (2) years and shall not on the expiration of that term be then eligible for re-election save and except that:
 - i. the President can be re-elected for a second term provided that the President receives 75% of the votes of members present at the AGM; and
 - ii. that all other office bearers may be re-elected on a majority vote of the members present at the AGM.
- i) A nominee shall be nominated for whatever period their nominating person deems appropriate.
- j) The committee may appoint a nominee to fill a casual vacancy of any of the annual office bearer or ordinary committee member positions and such persons shall hold office until the next AGM of the Association and shall be eligible for election to the committee.
- k) The President may, from time to time, request the services of any person to assist on the committee, however such person shall not have voting rights until election.
- l) The President shall request the Principal to nominate a non-voting representative to attend meetings of the committee.

6.4 Resignation, removal or vacation of office of committee member

- a) A member of the committee may resign from the committee by giving written notice of the resignation to the secretary.
- b) The resignation takes effect at -
 - i. the time the notice is received by the secretary; or
 - ii. if a later time is stated in the notice - the later time.
- c) A member may be removed from office at a general meeting of the Association if a majority of the members present and eligible to vote at the meeting vote in favour of removing the member.
- d) Before a vote of members is taken about removing the member from office, the member must be given a full and fair opportunity to show cause why he or she should not be removed from office.
- e) A member has no right of appeal against the members removal from office under this rule.
- f) A member immediately vacates the office of member in the circumstances mentioned in section 64(2) of the Act.

6.5 Sub-committees

- a) The committee may form a sub-committee for a specific purpose. The committee shall appoint the members of a sub-committee and it is not necessary for members of a sub-committee to be members.
- b) The Chairperson of every sub-committee must report all proceedings of the sub-committee to the committee at such times as the committee deems fit.

6.6 Proceedings of committee

- a) Subject to this rule, the committee may meet and conduct its proceedings as it considers appropriate.
- b) The committee shall meet once every three months unless the committee shall otherwise determine and at such time and place as it shall determine.
- c) Notice of a meeting is to be given in a way decided by the committee.
- d) Questions arising at any meeting of the committee shall be decided by a majority of votes and in the event of equality of votes the chairperson shall have a casting vote in addition to a deliberative vote.
- e) A quorum for a meeting of the committee shall be five members of the committee.
- f) The Secretary may call a special meeting of the committee at any time either at the Secretary's own initiative, or on the request of the President, or the written request of any two members of the committee.
- g) 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 and shall not vote with respect to that contract or proposed contract. The member of the committee must disclose the nature and extent of his or her interest in the contract at the next AGM of the Association.

6.7 Minutes

- a) Full and accurate minutes of all questions, resolutions and other matters of all proceedings, including general meetings of the Association and of meetings of the committee shall be kept in minute books.
- b) The minutes, kept pursuant to this Rule, must be confirmed by the members in general meeting or the members of the committee (as relevant) at the next meeting.
- c) The minutes kept pursuant to this Rule must be signed by the chairperson at the meeting at which the proceedings took place or by the chairperson of the next meeting at which the minutes are confirmed.
- d) If asked by a member of the Association, the secretary must, within 28 days after the request is made
 - i. make the minute book for a particular general meeting available for inspection by the member at a mutually agreed time and place; and

- ii. give the member copies of the minutes of the meeting
- e) The Association may require the member to pay the reasonable costs of providing copies of the minutes.

6.8 President

The President's functions include, but are not limited to—

- a) presiding over all general meetings and committee meetings. The President shall be an ex-officio member of any sub-committees formed by the committee.
- b) In the absence of the President and the Vice-President at a general meeting or a meeting of the committee the members present shall elect a person to preside over the meeting who shall be the Chairperson for the meeting.

6.9 Vice President

The Vice-President's functions include, but are not limited to presiding over all general meetings and all committee meetings in the absence of the President.

6.10 Secretary

The Secretary's functions include, but are not limited to—

- a) calling meetings of the Association, including preparing notices of a meeting and of the business to be conducted at the meeting in consultation with the President of the Association; and
- b) preparing agendas and giving notices of meetings and special meetings as required by these Rules
- c) keeping a correct record of the proceedings of all meetings of the Association and the committee and the attendances of members at committee meetings
- d) ensuring that all documents and records of the Association are kept safe and except the Financial Records which shall be retained by the Treasurer and the register of members which shall be retained by the School in conjunction with the Treasurer.

6.11 Treasurer

The Treasurer's functions include, but are not limited to—

- a) depositing into the Working Account, the Membership Account or other accounts in the name of the Association with such bank as the committee may direct, all monies received by the Treasurer, including memberships, activities of the Association, and fund raising of the Association
- b) depositing into ADI accounts in the name of the Association with such bank as the committee may direct, all monies received by the Treasurer as income generated from the Membership Account.
- c) The Treasurer shall in conjunction with the School keep a register of members.

- d) The Treasurer shall keep such other books of account as shall be necessary.
- e) The Working Account and the Membership Account shall not be drawn upon except by cheque duly signed by two office bearers or such other method as may be approved by Special Resolution.

6.12 Common Seal

- a) The committee must ensure the Association has a common seal.
- b) The common seal must be -
 - i. kept securely by the committee; and
 - ii. used only under the authority of the committee.
- c) Each instrument to which the seal is attached must be signed by a member of the committee and countersigned by -
 - i. the Secretary; or
 - ii. another member of the committee; or
 - iii. someone authorised by the committee.

7. FUNDS AND ACCOUNTS

7.1 Conduct of Accounts

- a) All amounts received must be deposited in the financial institution accounts as soon as practicable after receipt.
- b) A payment by the Association of \$100 or more must be made by cheque or electronic funds transfer
- c) If a payment of \$100 or more is made by cheque, the cheque must be signed by any 2 of the following -
 - i. the President
 - ii. the Secretary;
 - iii. the Treasurer;
 - iv. any 1 of 3 other members of the Association who have been authorised by the committee to sign cheques issued by the Association.
- d) However, one of the persons who signs the cheque must be the President, the Secretary or the Treasurer.

8. WORKING ACCOUNT

8.1 Spending of money in Working Account

- a) The committee may spend the money in the Working Account on:

- i. the running costs of the Association and any projects aimed at the continuing development of the Association in accordance with its objects; and
- ii. any other purpose that the committee determines is consistent with the objects of the Association.

9. MEMBERSHIP ACCOUNT

9.1 Membership Account

The Membership Account receives all monies from memberships and such amounts the committee or members decide to contribute from the Working Account from time to time.

9.2 Finance Sub-committee

- a) The finance sub-committee is responsible for the management of the Membership account and the investment of the interest generated.
- b) The finance sub-committee shall be made up of 3 members and shall continue in office until replaced. The President of the committee shall be one of the members and the other two shall be members of the Association and elected by a general meeting.
- c) The members at a committee meeting may remove any finance sub-committee member and appoint another.
- d) A report from the finance sub-committee on the status of the Membership Account shall be tabled at the AGM.

9.3 Income generated from Membership Account

- a) The committee has the power to spend the income generated from the Membership Account on such matters specified in this sub-rule provided the procedure outlined in this Rule 9.3(d) is followed.
- b) any income generated by the Membership Account is to be deposited into the Working Account or into an ADI account. (see above – 6.11 (b))
- c) The committee may spend the income generated from the Membership Account on:
 - i. projects that promote issues of social concern including but not limited to the work of Mary Ward International (or such other equivalent body set up by the IBVM)
 - ii. bursaries for students of the School, and
 - iii. Principal's Discretionary Fund; and
 - iv. such things as the committee determines, being consistent with the objects of the Association.
- d) The procedure the committee must follow when spending the income generated from the Membership Account is to consider any submissions from

interested persons at the next committee meeting following receipt of such submissions, provided that the committee is not obliged to spend all of the income generated from the Membership Fund at that meeting.

- e) The committee is not required to spend all of the income generated from the Membership Account and term deposits during any calendar year. The committee may determine, if it sees fit, to invest any surplus income generated from the Membership Account back into that account or into term deposits.
- f) The finance sub-committee may request that the committee re-invest any or all of the surplus income. The committee must consider such a request at its next committee meeting following receipt of such a request.

10. RELATIONSHIP WITH THE SCHOOL

The Association and the School are committed to working together to achieve their common goals and objects and are committed to the signed Memorandum of Understanding.

11. FINANCIAL REPORTING

11.1 Financial Year

The financial year of the Association shall close on the 31st day of December of each year.

11.2 Accounts to be kept

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.

11.3 Accounts to be presented to members

The accounts, together with any Auditor's Report on the accounts, the Financial Statement and the Treasurer's Report shall be presented to members at the AGM.

11.4 General Financial Matters

The income and property of the Association must be used solely in promoting the Association's objects and exercising the Association's powers.

12. ANNUAL GENERAL MEETINGS

12.1 Holding AGMs

- a) The committee must call at least one general meeting of members, in accordance with the Act and these Rules, each calendar year that shall be known as the AGM.
- b) The first AGM and each subsequent AGM shall be held within six months after the end of the Association's reportable financial year.

12.2 Business of an AGM

The order of the business at the AGM shall be:

- a) confirmation of the minutes of the previous AGM and of any special general meeting held since that meeting;
- b) the President's Report which must include details of the committee's activities and how the income from the Working Account, Membership Account, term deposits and any other accounts held by the Association was allocated during the previous calendar year
- c) the Treasurer's Report considering the accounts of the Association
- d) receiving the Association's Financial Statement, and signed statement, for the last reportable financial year and presenting them to the meeting for adoption;
- e) the finance sub-committee Report on the financial performance of any invested funds over the past financial year of the Association;
- f) the Federation Liaison Officer report on Federation and the promotion of Federation amongst members;
- g) the election of committee members;
- h) the appointment of auditors, or accountant or an approved person for the present financial year; and
- i) any other business requiring consideration by the Association in general meeting.

13. SPECIAL GENERAL MEETINGS

13.1 Committee called special general meetings

The committee may call a special general meeting of the Association at any time.

13.2 Member called special general meetings

- a) Upon a requisition in writing of not less than ten members, the committee shall within one month of the receipt of the requisition, convene a special general meeting for the purpose specified in the requisition.
- b) Every requisition for a special general meeting shall be signed by the relevant members and shall state the purpose of the meeting.
- c) If a special general meeting does not convene within one month, as required by Rule 13.2 a) hereof, those requisitioning the meeting, or at least 50% of their number may convene a special general meeting. Such a meeting shall be convened in the same manner as nearly as practicable as a meeting convened by the committee and for this purpose the committee shall ensure that those requisitioning the meeting are supplied free of charge with particulars of the members entitled to receive a notice of meeting. The reasonable expenses of convening and conducting such a meeting shall be borne by the Association.

13.3 Business of special general meetings

It shall not be competent for any special general meeting to entertain or transact any business except such as shall be specified in the notice of the meeting.

14. NOTICE OF GENERAL MEETINGS

- a) Subject to Rule 13.2(a) at least seven (7) days notice of any general meeting shall be given to members. The notice is to set out where and when the meeting is to be held, and particulars of the nature and order of the business to be transacted at the meeting.
- b) Notice of a general meeting shall be given at least seven (7) days prior to the date of the meeting at which a Special Resolution is to be proposed.
- c) A notice may be given by the Association to any member by serving the person:
 - i. with a notice personally; or
 - ii. by sending it by post to the address appearing in the register of members; or
 - iii. by email transmission to the member's email address; or
 - iv. by notice in the publication "Loreto Chronicle"; or
 - v. by notice on the website operated by the School; or
 - vi. by notification on social media.
- d) notice by post or "Loreto Chronicle" will be taken to have been effected on the second clear business day after the letter or packet was posted.
- e) Notice by email will be taken to have been effected by proof of receipt of transmission, which is when the recipient sends a receipt of the transmission. If that receipt is sent after 5:00pm on any business day it is deemed not to have been received until 9:00am on the following business day.

15. PROCEEDINGS AT GENERAL MEETINGS

- a) Five (5) members, present personally, shall constitute a quorum for the transaction of business at any general meeting.
- b) If within thirty minutes after the time appointed for the general meeting a quorum of members is not present, the meeting convened upon the requisition of members shall lapse. In any other case, the meeting shall stand adjourned to the same day in the next week at the same time and place and, if at such adjourned meeting a quorum is not present within thirty minutes of the time appointed for the meeting, the members present shall form a quorum.
- c) Subject to Rule 14(d) the President shall preside as chairperson at a general meeting of the Association.
- d) If the President is not present within five minutes after the time appointed for holding the general meeting, or the President is present but declines to take or

retires from the chair, the members may choose a committee member or one of their own number to be the chairperson of that meeting.

16. VOTING AT GENERAL MEETINGS

- a) Subject to these Rules every member has only one vote at a meeting of the Association.
- b) Subject to these Rules a question for decision at a general meeting, other than a special resolution, must be determined by a majority of members who vote in person at that meeting.
- c) Unless a poll is demanded by at least five members a question for decision at a general meeting must be determined by a show of hands.
- d) At any general meeting each member personally present shall be entitled to one vote and, in the case of equality, the President or other member presiding shall have a second casting vote. The honorary members are entitled to vote at any general meeting.

17. ALTERATION OF THESE RULES

- a) Subject to the Act, these rules may be amended, repealed or added to by a special resolution carried at a general meeting.
- b) However, an amendment repeal or addition is valid only if it is registered by the Chief Executive.

18. FEDERATION

- a) The committee shall appoint a delegate to attend on behalf of the Association at the biennial meeting of the Loreto Federation of Australia.
- b) The committee shall encourage an additional three (3) members of the committee and four (4) members to attend Federation. The committee shall endeavour to support these members through reimbursement of their reasonable expenses from the Operating Account and, if required, from the income generated from the Membership Account.
- c) The committee shall require one of the members who attends Federation, with the support of the committee, to be the Federation Liaison Officer for the two (2) years following the Federation that the member attends. The Federation Liaison Officer's role is to work with the committee to promote and encourage attendance at Federation amongst members and to report on such promotions and Federation at the AGM.

19. WINDING UP

- a) This rule applies if the Association -
 - i. is wound up under Part 10 of the Act; and
 - ii. has surplus assets, as defined in section 92(3) of the Act

- b) The surplus assets must not be distributed among the members of the Association.
- c) The surplus assets must be given to the School, if still in existence, otherwise to some organisation or organisations having objects similar to the objects of the Association, and the rules of which prohibit distribution of the entity's income and assets to its members.
- d) The organisation or organisations referred to in c) will be determined by the members at or before the time of dissolution.