

OLD GRAMMARIANS SOCIETY
OF
MELBOURNE GIRLS GRAMMAR – AN ANGLICAN SCHOOL
CONSTITUTION

Melbourne Girls Grammar was founded in 1893 by Misses Hensley and Taylor and in 1898 was purchased by Mr W. E. Morris for his daughters (Mary and Edith Morris). In 1903, the School was taken over by the Church of England and that year the Old Grammarians Society was established by Misses Mary and Edith Morris. The Society has been an important part of the School community since 1904.

In 2005 the School was transferred to a company limited by guarantee formed under the Corporations Act 2001 (Cth). This updated Constitution was adopted at the annual general meeting of the Society held on 20 May 2009 as a consequence of that change to reflect the on-going relationship between the School and the Society, to set out the objects of the Society and to provide for its membership, governance, meetings and related matters.

1 Name of the Society

- 1.1. The name of the Society is "the Old Grammarians Society".

2 Objects of the Society

- 2.1. The objects of the Society are:-
- 2.1.1. to foster fellowship amongst Old Grammarians in metropolitan Melbourne, regional Victoria, other States and Territories of Australia and throughout the world;
 - 2.1.2. to promote the welfare of the School and the advancement of students leaving the School;
 - 2.1.3. to raise funds for the use and benefit of the School; and
 - 2.1.4. to provide recognition for educational achievements and support for students of the School and Old Grammarians, by establishing scholarships, bursaries and funds for the purpose of promoting education.

3. Membership of the Society

- 3.1. The Members of the Society are:-
- 3.1.1. Ordinary Members – being all past students of the School; and
 - 3.1.2. Honorary Life Members – being persons on whom the Committee has conferred Honorary Life Membership as a mark of gratitude for service rendered to the School or the Society.

4. Branches of the Society

- 4.1. The Committee may from time to time give authority for the formation of branches of the Society in other States or Territories of Australia, overseas or in any Victorian provincial centre.
- 4.2. The Committee may authorise a branch from time to time to make by-laws for the conduct of the branch affairs. Such by-laws must be submitted to and approved by the Committee before being passed by the Branch and must not contain anything inconsistent with this Constitution.

5. The Committee of the Society

- 5.1. The Society shall be governed by a Committee consisting of:
 - 5.1.1. the following Officers elected by the Members in accordance with clause 7:
 - 5.1.1.1 a President,
 - 5.1.1.2 a Vice-President,
 - 5.1.1.3 a Treasurer,
 - 5.1.1.4 a Secretary, and
 - 5.1.1.5 a Records Secretary;
 - 5.1.2. the following persons ex-officio:
 - 5.1.2.1 the Principal,
 - 5.1.2.2 the immediate past President,
 - 5.1.2.3 the Captain and Vice-Captain of the School from the preceding year, or if both are unwilling or unable to act as members of the Committee, then another school leaver from that year invited by the Committee in replacement;
- 5.1.3. a representative of each of the D.J. Ross Memorial Trust, the Gilman Jones Trust and the Old Grammarians Scholarship Trust for so long as control of such trust is vested in the Society;
- 5.1.4. a representative of each sub-committee or auxiliary appointed by the Committee;
- 5.1.5. a representative of the School Council appointed by the School Council; and
- 5.1.6. such persons as the Committee may in special circumstances co-opt to assist the Committee or any sub-committee or auxiliary appointed by the Committee.
- 5.2. A person ceases to be a member of the Committee if that person:
 - 5.2.1. resigns as a member of the Committee;
 - 5.2.2. is an elected member of the Committee and the term for which that Committee member was elected expires;

- 5.2.3. is a representative member of the Committee and ceases to hold the position or entitlement that enables that person to be a member of the Committee;
 - 5.2.4. is a co-opted member of the Committee and the term for which that Committee member was co-opted expires; or
 - 5.2.5. is absent without leave of the Committee for three (3) consecutive regular meetings of the Committee.
- 5.3. A member of the Committee may not serve continuously as a co-opted member of the Committee for a period exceeding six (6) consecutive years.
 - 5.4. Except for those things that this Constitution requires the Society in general meeting to do, the Committee may exercise all powers of the Society.
 - 5.5. The Committee may make rules consistent with this Constitution for the proper conduct, control and management of the Society and its funds and other assets and for the conduct of the proceedings of the Committee and the Executive.
 - 5.6. The Committee may appoint such sub-committees or auxiliaries as it deems expedient and may define the powers and duties of every sub-committee or auxiliary it appoints. The Committee may establish procedures for the election of the conveners of these sub-committees and auxiliaries.
 - 5.7. The Committee must arrange for minutes of the proceedings at all meetings of the Society, the Committee and the Executive to be made and kept in a book to be provided for that purpose.
 - 5.8. A quorum for meetings of the Committee is five (5) members.
 - 5.9. The President is entitled to chair all meetings of the Committee. If the President does not wish to do so, or is absent from the meeting, the Vice-President may chair the meeting. If the Vice- President does not wish to do so, or is absent from the meeting, then the Committee members present must elect one of their number to chair that meeting. The person chairing a meeting of the Committee is entitled to a deliberative vote and, in the case of an equality of voting on a question, to a casting vote.

6. The Executive of the Society

- 6.1. The Executive of the Association comprises the Officers from time to time.
- 6.2. The Executive is responsible for the affairs of the Society between meetings of the Committee.
- 6.3. Except for those things that this Constitution specifically requires the Committee to do, the Executive may exercise all powers of the Committee.
- 6.4. The Executive must report all decisions made and actions taken by it to the next meeting of the Committee.
- 6.5. A quorum for meetings of the Executive is three (3) members.

7. Election of Officers

- 7.1. Voting for Officers is by election to be conducted at the Annual General Meeting.
- 7.2. The Committee may make by-laws prescribing:
 - 7.2.1. the process for calling for and making nominations;
 - 7.2.2. the manner of voting (including for members unable to attend the relevant meeting);
 - 7.2.3. the type of voting paper; and
 - 7.2.4. all other matters relating to voting,provided such by-laws are not inconsistent with this Constitution.
- 7.3. The names of the persons elected as Officers must be published either in a School paper that normally circulates to Members or by separate notice to Members.
- 7.4. Officers will serve for such term as the Members electing them decide, or if no term is specified, for a term of one (1) year. An Officer is eligible to be re-elected when her current term expires.
- 7.5. The President and Vice-President must be past pupils of the School.
- 7.6. The Committee may at any time appoint a Member to fill a casual vacancy among the Officers, provided that any Officer so appointed holds office only until the next Annual General Meeting.

8. Appointments to the School

- 8.1. The Society is responsible for nominating seven (7) members of the School in accordance with the constitution of the School.
- 8.2. The current by-laws made by the Committee for nominating members of the School are attached to this Constitution as Appendix A. These by-laws may be altered, repealed or replaced by the Committee from time to time in accordance with clause 11.1.

9. Meetings of the Society

- 9.1. At least one general meeting of the Society must be held during each calendar year, which will be the annual general meeting of the Society. The purpose of the annual general meeting is:
 - 9.1.1. to elect Officers;
 - 9.1.2. to consider the audited financial statements and balance sheet; and
 - 9.1.3. to consider any other business included in the notice of annual general meeting.
- 9.2. A general meeting may be called at any time by the Committee.
- 9.3. The Committee must call a general meeting on receipt of a requisition in writing by twenty (20) Members which states the purpose for which the meeting is required.
- 9.4. Notice of general meetings must be given as follows:
 - 9.4.1. twenty-one (21) days – if a special resolution is proposed (which must be included in the notice); or
 - 9.4.2. ten (10) days - in any other case.
- 9.5. The quorum for all general meetings of the Society is ten (10) Members.
- 9.6. A special resolution is carried if at least three-quarters of the Members present and voting, vote in favour of it. Any other resolution is carried if a simple majority of the Members present and voting, vote in favour of it.
- 9.7. The President is entitled to chair all general meetings. If the President does not wish to do so, or is absent from the meeting, the Vice-President may chair the meeting. If the Vice-President does not wish to do so, or is absent from the meeting, then the meeting must elect a member to chair that meeting. The person chairing a general meeting is entitled to a deliberative vote and, in the case of an equality of voting on a question, to a casting vote.
- 9.8. The Committee may make by-laws prescribing the manner in which a Member may appoint a proxy to represent that Member at a general meeting, including without limitation:
 - 9.8.1. the form of appointment of proxy;
 - 9.8.2. receipt of instruments appointing proxies; and
 - 9.8.3. validity of votes where given by proxy.

10 Finances of the Society

- 10.1. All trust and endowment funds of the Society (except the funds held for the Gilman Jones Scholarship and the D.J. Ross Memorial Bursary which are managed in accordance with their Trust Deeds) may be invested in the names of three (3)

trustees appointed by the Committee from time to time or through The Merton Hall Foundation Limited or its successor in title or with the School.

- 10.2. Subject to clause 10.1 and the applicable terms of any trust deed, the Committee may invest the trust and endowment funds of the Society in the manner authorised by the Trustee Act 1958 (Vic), including through The Merton Hall Foundation Limited or its successor in title or with the School.
- 10.3. Proper books of account must be kept by the Treasurer as to the sums of money received and expended by the Society and the matter in respect of which such receipt and expenditure takes place, and of the assets and liabilities of the Society.
- 10.4. The Treasurer may operate on such trading and savings accounts as the Committee determines. All cheques and withdrawal forms must be signed by any two of the following: President, Vice-President, Secretary, Treasurer, and such other Committee members appointed by the Committee from time to time for this purpose.
- 10.5. The Treasurer must arrange for the accounts of the Society to be audited as soon as practicable after the end of the financial year and must present the audited financial statements and balance sheet to the Annual General Meeting.
- 10.6. The financial year of the Society ends on the same date as the financial year of the School.

11. By-Laws

- 11.1. The Committee has power to make, alter and repeal any by-laws, from time to time and as the Committee deems necessary, expedient or convenient for the proper conduct, control and management of the Society, in so far as such by-laws are not inconsistent with this Constitution.

12. Amendments to this Constitution

- 12.1. This Constitution may be added to, repealed or amended by Special Resolution.
- 12.2. A resolution to alter this Constitution does not have any effect unless approved by the School Council.

13. Notices

- 13.1. Notice must be given to Members in writing delivered to that Member personally or posted by pre-paid letter addressed to that Member's address in the records of the Society or the School or sent by email addressed to that Member's email address in the records of the Society or the School.
- 13.2. Any notice posted or emailed to a Member's address is deemed to have been given to the Member on the day following the date it was sent. The accidental omission to give notice to a Member or Members, or the non-receipt of a notice by a Member or Members, does not invalidate the relevant meeting or election.

14. Winding Up of the Society

- 14.1. The Society may be wound up by Special Resolution.
- 14.2. Notwithstanding clause 14.1, if directed by the School Council:
 - 14.2.1. the Committee must wind up the Society; and
 - 14.2.2. the Society may be wound up by resolution of the Committee.
- 14.3. If the Society is wound up, the assets of the Society must be transferred to the School.

15. Definitions and Interpretation

- 15.1. In this Constitution and any by-laws made under this Constitution, unless the context otherwise requires:
 - 15.1.1. “Annual General Meeting” means the annual general meeting of the Society referred to in clause 9.1.
 - 15.1.2. “Committee” means the governing body of the Society described in clause 5.
 - 15.1.3. “Members” means members of the Society as described in clause 3.1.
 - 15.1.4. “Officers” means the office bearers described in clause 5.1.1 who together comprise the “Executive” of the Society.
 - 15.1.5. “Principal” means the Principal of the School from time to time.
 - 15.1.6. “School” means Melbourne Girls Grammar – An Anglican School, ACN 116 806 163.
 - 15.1.7. “School Council” means the governing body of the School.
 - 15.1.8. “Special Resolution” means a resolution passed at a general meeting where:
 - 15.1.8.1. notice of the meeting has been given in accordance with clause 9.4.1; and
 - 15.1.8.2. the resolution has been carried by the majority required by clause 9.6.
- 15.2. In this Constitution and any by-laws made under this Constitution, unless the context otherwise requires:
 - 15.2.1. a defined word or phrase has a corresponding meaning in other grammatical forms;
 - 15.2.2. the singular includes the plural and vice versa;
 - 15.2.3. a gender includes all other genders; and
 - 15.2.4. headings are for ease of reference only and do not affect interpretation.

16. Transitional Provisions

- 16.1. This Constitution comes into operation upon its adoption by the annual general meeting of the Society, save that the members of the Committee then in office remain in office until the expiry of their respective terms.

**OLD GRAMMARIANS SOCIETY OF
MELBOURNE GIRLS GRAMMAR – AN ANGLICAN SCHOOL**

BY-LAW [2009]

NOMINATING MEMBERS OF THE SCHOOL

Clause 7.3.7 of the constitution of the School provides that the members of the School (“School Members”)
include:

“...up to 7 alumnae of the School nominated by the Old Grammarians’ Society in a manner determined by the Committee of the Society from time to time, with the objective of nominating persons together representing a broad cross-section of School alumnae, to be Members for 2 calendar years, commencing at the start of the year following their nomination,...”

1. The Committee will nominate to be School Members one past pupil of the School from each of the following eras:
 - 1.1. up to and including 1949,
 - 1.2. 1950 – 1959,
 - 1.3. 1960 – 1969,
 - 1.4. 1970 – 1979,
 - 1.5. 1980 – 1989,
 - 1.6. 1990 – 1999, and
 - 1.7. 2000 and subsequently.
2. The President and Vice-President of the Society will be included in the persons nominated under clause 1. In the event that both the President and Vice-President come from the same era, one will be nominated in respect of the era closer to her leaving the School.
3. The nominations will be made by resolution of the Committee, in its discretion, in sufficient time to enable the nominations to be communicated to the School by 31 December of each even-numbered year.
4. Before making the nominations, the Committee will call for expressions of interest by notifying all Members of the Society. The Committee may also invite past pupils to accept nomination.
5. In making the nominations, the Committee will seek to achieve the objective of nominating persons who together represent a broad cross-section of past pupils of the School, as required by clause 7.3.7 of the constitution of the School.
6. As provided by clauses 7.3.7, 7.4 and 7.5 of the constitution of the School:
 - 6.1. Directors of the School are not eligible to be nominated as School Members by the Society.

- 6.2. The individuals nominated by the Society:
 - 6.2.1. become School Members commencing at the start of the year following their nomination; and
 - 6.2.2. remain School Members for 2 calendar years, subject to clause 6.3.
- 6.3. A School Member nominated by the Society ceases to be a School Member if she becomes a Director of the School.
- 6.4. The Society may fill a casual vacancy in the School Members nominated by it for the balance of the term of that School Member.
- 7. The Committee will on behalf of the Society fill any casual vacancy:
 - 7.1. in the case of the President or Vice-President – by nominating the person filling that vacancy as the new President or Vice-President, as the case requires; and
 - 7.2. in the case of the other School Members – by nominating a past pupil of the School from the era in respect of which the vacancy has arisen.
- 8. The Committee may nominate a School Member for a second term.

**OLD GRAMMARIANS SOCIETY OF
MELBOURNE GIRLS GRAMMAR – AN ANGLICAN SCHOOL**

BY-LAW - 7 NOVEMBER 2012

NOMINATING AND VOTING FOR OFFICERS

Clause 7.2 of the Constitution provides that the Committee may make by-laws prescribing the following matters relating to the election of Officers: the process for calling for and making nominations; the manner of voting (including for members unable to attend the relevant meeting); the type of voting paper; and all other matters relating to voting, provided such by-laws are not inconsistent with the Constitution.

Clause 15.1 of the Constitution contains definitions which apply in any by-laws made under the Constitution, unless the context otherwise requires.

Pursuant to clause 7.2, the Committee makes the following by-laws regarding nominations and voting for the positions of President, Vice President, Secretary, Treasurer and Records Secretary:

1. Nominations will be called for by putting a notice on the School website two months prior to the AGM.
2. Nominations will be made in writing using the prescribed form contained in the OGS Handbook from time to time.
3. Nominations must be received by the Secretary three weeks prior to the AGM. Nominations will be valid if a signed and completed nomination form is received by the Secretary by this date, provided that if there are no valid nominations received for a particular position by this date, the President may nominate a person for this position by submitting a signed and completed nomination form to the Secretary after this date but before the notice of meeting is sent out.
4. The names of all persons validly nominated will be sent out to members with the notice of meeting so that members unable to attend the AGM in person can vote by proxy.
5. The election of Officers will be conducted by the Principal or her delegate.
6. Voting will be by a show of hands of those eligible to vote attending the AGM and valid proxy votes. Where there is more than one valid nominee for a particular position, the person with the greatest number of votes will be elected to the position.

**OLD GRAMMARIANS SOCIETY OF
MELBOURNE GIRLS GRAMMAR – AN ANGLICAN SCHOOL**

BY-LAW 7 NOVEMBER 2012

APPOINTMENT OF PROXIES

Clause 9.8 of the Constitution provides that the Committee may make by-laws prescribing the manner in which a Member may appoint a proxy to represent that Member at a general meeting, including without limitation: the form of appointment of proxy; receipt of instruments appointing proxies; and validity of votes where given by proxy.

Clause 15.1 of the Constitution contains definitions which apply in any by-laws made under the Constitution, unless the context otherwise requires.

Pursuant to clause 9.8, the Committee makes the following by-laws regarding the appointment of proxies for general meetings (including the AGM):

1. A Member unable to attend a general meeting in person may appoint a proxy in one of two ways under this by-law: either in accordance with paragraph 2 or in accordance with paragraph 3.
2. A Member may appoint another Member as a proxy for a particular meeting. The appointment may authorise the proxy to vote on the Member's behalf at the relevant meeting:
 - a. on all matters as the proxy thinks fit; or
 - b. in such manner as directed by the Member in the appointment.
3. A Member may appoint the Secretary as a proxy to vote on the Member's behalf at a particular meeting in such manner as directed by the Member in the appointment. If the Member has not directed the Secretary how to vote on a particular matter, the Secretary may not cast a proxy vote on the Member's behalf in respect of that matter.
4. A proxy appointment must be made using the prescribed form contained in the OGS Handbook from time to time
5. The appointment must be received by the Secretary by no later than 48 hours prior to the relevant meeting. An appointment of proxy will be valid for that meeting if the signed and completed form is received by the Secretary by this date, unless the Member attends the meeting in person in which case the appointment is void.