



# CHRIST'S COLLEGE OLD BOYS' ASSOCIATION

Signed by three Members

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## **1. Creation of the Association and adoption of this Constitution**

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- 1.1 The name of the Association is the Christ's College Old Boys' Association Incorporated.
- 1.2 This Constitution was adopted by way of amendment on \_\_\_\_\_ to replace the Association's previous constitution.

## **2. Definitions**

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- 2.1 In this Constitution:
  - (a) **Act** means the Incorporated Societies Act 2022 or its successors and any regulations made under those statutes.
  - (b) **Annual General Meeting** means a meeting of the Members of the Association held once per year which, among other things, will receive and consider reports on the Association's activities and finances.
  - (c) **Arm's-Length Terms** mean terms between the Association and a Member in relation to a transaction that:
    - (i) would be reasonable in the circumstances if the parties were connected or related only by the transaction in question, each acting independently, and each acting in its own best interests; or
    - (ii) are less favourable to the Member than the terms referred to in clause 2.1(c)(i); and
    - (iii) do not include any share of a gain, profit, or surplus, percentage of revenue, or other reward in connection with any gain, profit, surplus, or revenue of the Association.
  - (d) **Association** means the Christ's College Old Boys' Association Incorporated and has the same meaning as a "society" as that word is defined in section 5 of the Act.
  - (e) **Board of Governors** means the Board of Governors of the School.
  - (f) **Committee** means the Officers of the Association acting as a board in accordance with this Constitution.
  - (g) **Constitution** means this document.
  - (h) **General Meeting** means either an Annual General Meeting or a Special General Meeting of the Members of the Association.
  - (i) **Interests Register** means the register of Officers interests maintained by the Committee pursuant to clause 15.1 of this Constitution.
  - (j) **Member** means an individual that has become a member of the Association pursuant to clause 5 of this Constitution, paid any subscriptions due and whose membership has not been terminated in accordance with this Constitution.

- (k) **Notice** means any notice sent by post, courier or email to the most recent physical, postal or email address of the intended recipient that is known to the sender of the notice.
- (l) **Old Boy** means any past student of the School.
- (m) **Objects** means the Objects of the Association provided for in clause 3 of this Constitution.
- (n) **Officer** means a natural person who is:
  - (i) a member of the Committee, or
  - (ii) occupying a position in the Association that allows them to exercise significant influence over the management or administration of the Association.
- (o) **School** means Christ's College, Canterbury.
- (p) **Secretary** means the individual appointed as the Association's Secretary pursuant to clause 8.2 whose duties include those provided for in clause 12.
- (q) **Special General Meeting** means a meeting of the Members, other than an Annual General Meeting, called for a specific purpose or purposes.
- (r) **Treasurer** means the individual appointed as the Association's Treasurer pursuant to clause 8.2 whose duties include those provided for in clause 13.

### **3. Objects**

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- 3.1 Subject to clause 3.2, the Objects of the Association are to further the objects for which the School was originally founded and to promote the interests of the School and its Old Boys in such manner as the Committee determines.
- 3.2 Notwithstanding clause 3.1, no Member of the Association may derive any personal pecuniary gain from membership of the Association.

### **4. Powers**

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- 4.1 Except as restricted by this Constitution, the Association has full capacity, rights, powers and privileges to carry on or undertake any activity, do any act, or enter any transaction required to further or promote the Objects including, without limitation, to:
  - (a) make regulations or bylaws to advance the attainment of any of the Objects;
  - (b) do any act or thing incidental to the attainment of the Objects;
  - (c) use such of its funds to pay the costs and expenses of furthering or carrying out the Objects;
  - (d) employ one or more individuals on such terms approved by the Committee (subject to clause 4.2);
  - (e) purchase, lease, hire or otherwise acquire, exchange and sell, lease or otherwise dispose of property, rights or privileges; and

(f) invest in any investment in which a trustee might invest (subject to *Trusts Act 2019*, s 30).

4.2 The Association may provide financial benefits to a Member or any associated person but only on Arm's Length Terms and any payments made in respect of such transactions must be limited to:

- (a) a fair and reasonable reward for services performed;
- (b) reimbursement of expenses properly incurred;
- (c) usual professional, business or trade charges; and/or
- (d) interest at no more than current commercial rates.

## **5. Membership**

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5.1 The Association will maintain the minimum number of Members required by the Act, being a minimum of ten (10) Members.

5.2 Any consenting person who falls within one of the following classes of membership and who agrees with the Objects of the Association can become a Member of the Association by acknowledgement in writing, provided that a life membership fee has been paid and receipted by the Association (if applicable).

5.3 The classes of membership and the method by which Members are admitted to different classes of membership are:

- (a) **Life Members:**
  - (i) being natural persons who are Old Boys and have become Members in accordance with clause 5.2.
  - (ii) Life Members will enjoy full rights of membership, including voting rights.
- (b) **Honorary Life Members:**
  - (i) Honorary Life Membership may be conferred on any natural person in appreciation for services to the School or the Association or who has greatly distinguished himself or herself.
  - (ii) Election as an Honorary Life Member must be on the recommendation of the Committee.
  - (iii) Before making any recommendation, the Committee must consider and those present must unanimously adopt the proposal at two separate Committee meetings held within twelve months prior to a General Meeting at which the recommendation is to be considered.
  - (iv) Honorary Life Members shall be elected at a General Meeting after written Notice of the proposal has been given to all Members of the Association.
  - (v) Honorary Life Members shall enjoy all the privileges of Life Membership including election to office without being called on for any subscription.

(c) **Associate Members:** Associate membership may be conferred on any natural person who the Committee considers warrants conferment of the membership by reasons of her or her association with the School or the Association. An Associate Member shall enjoy all the privileges of membership (except election to office) without being called on for any subscription.

5.4 All Members must promote the Objects of the Association and must do nothing to bring the Association into disrepute.

## **6. Termination of Membership**

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6.1 Membership of the Association terminates:

- (a) On the death of the Member;
- (b) On the passing of a resolution at a meeting of the Committee by a majority of not less than 75% of the Members present, provided that;
  - (i) Every member of the Committee has been given at least 7 days' notice in writing of such meeting and of the matters proposed to be considered in respect of the membership of the Member; and
  - (ii) The Member concerned has been given similar notice and the opportunity to appear before and be heard by the Committee.

6.2 Any Member may resign from that Member's class of membership by Notice to the Secretary and the resignation will take effect from the date of the resignation Notice;

6.3 Any former member may be reinstated by the Committee on such terms as the Committee may decide.

## **7. Subscriptions**

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7.1 The Association membership subscription shall be determined by the Committee from time to time and shall be payable as determined by the Committee from time to time (if any).

## **8. The Committee**

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8.1 The Committee has all the powers necessary for managing, directing and supervising the management, operation and affairs of the Association, subject to the terms of this Constitution.

8.2 There shall be a general Committee of the Association that shall consist of the following Officers:

- (a) The President;
- (b) The Vice-President;
- (c) The Secretary;
- (d) The Treasurer;

- (e) Not more than five (5) but not less than three (3) Committee Members to be elected by the Association at the Annual General Meeting;
- (f) Not more than two (2) additional Members to be appointed by the Committee who will also serve on the Board of Governors.

8.3 Any Officer failing to attend three (3) consecutive meetings of the Committee without leave shall cease to be an Officer.

8.4 Should any Officer of the Committee die, resign or cease to be an Officer through non-attendance, the Committee may appoint another Member to fill the vacancy.

8.5 The President or the Secretary may call meetings of the Committee at any time.

8.6 The Committee shall regulate and order all proceedings at its meetings in such manner as it thinks fit.

8.7 Any Officer may be removed as an Officer by a resolution of a General Meeting of which prior Notice was given and which is passed by a two-thirds majority of those present and voting.

## **9. Elections**

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- 9.1 Officers shall be elected at the Annual General Meeting and shall continue in office until their successors are elected provided that the maximum term of office of the President shall be 2 successive years.
- 9.2 Candidates shall be proposed by at least one Member and seconded by one other Member in writing and each candidate shall also signify his consent to nomination in writing. Nominations and the candidate's consent to nomination must be in the hands of the Secretary not later than 28 clear days before the date of the Annual General Meeting.
- 9.3 At the Annual General Meeting if nominations have not been received for the Committee members required to be elected under clause 9.2 then the chairman of the Annual General Meeting may call for nominations from the floor for the remaining Committee positions.

## **10. Length of Service**

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- 10.1 Any Member who has been a member of the Committee for four (4) successive years must resign at the Annual General Meeting that is the fourth (4th) anniversary of that Member joining the Committee, but shall be eligible for re-election for up to four (4) further years but at the end of that four (4) year period will not be eligible for re-election or appointment as a member of the Committee for the next succeeding year.

## **11. President and Vice-President**

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- 11.1 The Committee is responsible for generally overseeing and directing the affairs and business of the Association, under the leadership of the President (and, in the absence of the President, the Vice-President).

## **12. Secretary**

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- 12.1 A Secretary shall be appointed by the Committee from time to time at such remuneration and on such terms as the Committee may decide and the Secretary shall be subject to the sole control of the Committee.
- 12.2 The Secretary shall record or have recorded the minutes of all General Meetings and Committee meetings, and all such minutes when confirmed by the next such meeting and signed by the chairperson of that meeting will be *prima facie* evidence that that meeting was duly called and will be deemed to be a true and correct record of what occurred at that meeting.
- 12.3 The Secretary shall conduct the affairs of the Association and its correspondence.
- 12.4 The position of the Secretary is that of an employee of the Association and as a consequence the Secretary shall hold no other office with the Association and in attendance at meetings, the Secretary shall not be one of the numbers required to form a quorum and shall not be entitled to vote on any matter.
- 12.5 The Secretary must keep a register of Members recording:
  - (a) the name of each Member;
  - (b) each Member's class of membership;
  - (c) the last known contact details of each Member;
  - (d) the date on which each person became a Member; and
  - (e) all other information prescribed by the Act (if any).
- 12.6 The Secretary must hold the Association's records, documents, and books.
- 12.7 Unless an alternative "contact person" is appointed by the Committee (for the purposes of section 113 of the Act), the Secretary will be the Association's contact person.

## **13. Treasurer**

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- 13.1 The Treasurer shall be a Member of the Association.
- 13.2 The Treasurer must:
  - (a) prepare, or have prepared, financial statements that provide a record of the Association's position and meets the minimum statement requirements in the Act and the Charities Act 2005.
  - (b) report from time to time on the Association's financial position at Committee meetings and at the Annual General Meeting together with a budget for the next financial year.
  - (c) ensure that copies of the Association's financial statements are registered with the Registrar of Incorporated Societies within 6 months after the balance date of the Association.

## **14. Finances**

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- 14.1 The Committee must maintain bank accounts in the name of the Association, and all withdrawal forms must be signed and all electronic transactions must be approved by 2 Officers.
- 14.2 All money received on account of the Association must be banked within five working days of receipt.
- 14.3 The Association's financial year commence on 1 November of each year and end on 31 October in the following year.

## **15. Disclosure of Officer Interests**

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- 15.1 The Committee must maintain a register in which Officer's interests are recorded.
- 15.2 An Officer who is interested in a matter relating to the Association (as defined in s 62 of the Act) must disclose details of the nature and extent of the interest (including any monetary value of the interest if it can be quantified):
  - (a) to the Committee; and
  - (b) in the Interests Register.
- 15.3 Disclosure under clause 15.2 must be made as soon as practicable after the Officer becomes aware that they are interested in the matter.

## **16. Officer ceasing to hold office**

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- 16.1 A person ceases to be an Officer if the person:
  - (a) resigns in accordance with clause 16.2; or
  - (b) is removed from office in accordance with clause 8.7; or
  - (c) becomes disqualified from being an officer under s 47(3) of the Act; or
  - (d) dies; or
  - (e) otherwise vacates office in accordance with this Constitution.
- 16.2 An Officer may resign by giving Notice of resignation to the Secretary or the President and the notice of resignation will take effect when it is received by the Secretary or the President or at any later time specified in the Notice.
- 16.3 Each Officer must, within one calendar month of submitting a resignation or ceasing to hold office, deliver to that Officer's successor or the Secretary all books, papers and other property of the Association possessed by such former Officer requested by the Committee.

## **17. Management by the Committee and Subcommittees**

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- 17.1 From the end of each Annual General Meeting until the end of the next, the Association must be administered, managed and controlled by the Committee.

- 17.2 Subject to this Constitution and the resolution of any General Meeting, the Committee may exercise all the Association's powers, other than those required by statute or by this Constitution to be exercised by the Association at a General Meeting.
- 17.3 The Committee must meet at such times and places and in such manner (including by telephone or video conference) as it may determine and otherwise where and as convened by the President or Secretary.
- 17.4 All Committee meetings must be chaired by the President, or in the President's absence by the Vice-President, or in the absence of both of them by another Officer elected for the purpose by the meeting, and any such chairperson has a deliberative and casting vote.
- 17.5 The Committee may co-opt any person to the Committee for a specific purpose, or for a limited period, or generally until the next Annual General Meeting.
- 17.6 The quorum for Committee meetings is at least half the number of the Committee Members.
- 17.7 Only Officers elected or appointed under clause 8.2 (except the Secretary) who are present in person or by telephone or video link may be counted in the quorum and entitled to vote at a meeting of the Committee.
- 17.8 The Committee may appoint subcommittees consisting of such persons (whether or not Members of the Association) and for such purposes as it thinks fit.
- 17.9 The Committee from time to time may make and amend regulations, bylaws and policies for the conduct and control of Associations' activities, but no such regulations, bylaws and policies can be inconsistent with this Constitution or the Act.
- 17.10 Subject to the Act, this Constitution and the resolutions of General Meetings, the decisions of the Committee on the interpretation of this Constitution and all matters dealt with by the Committee in accordance with this Constitution shall be final and binding on all Members.
- 17.11 The Committee may employ any person or company to administer or manage the affairs of the Association.

## **18. Registered office**

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- 18.1 The registered office of the Association will be at such place as the Committee from time to time determines.

## **19. Execution of documents**

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- 19.1 Documents will be executed for the Association pursuant to a resolution of the Committee, and the Association may enter into contracts by two (2) Officers signing under the name of the Association and any other method approved in the Act.

## **20. Amending the constitution**

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- 20.1 This Constitution may be amended or replaced by resolution of any General Meeting passed by a majority of those Members present and entitled to vote, provided that no amendment may be made which would alter:

- (a) the exclusively charitable nature of the Association or its ability to register as a charity under the Charities Act 2005; or
- (b) the rules precluding Members from obtaining any personal benefit from their membership.

20.2 The Committee may amend the terms of this Constitution pursuant to section 31 of the Act by a unanimous resolution of the Committee if the amendment:

- (a) has no more than a minor effect; or
- (b) corrects errors or makes similar technical alterations,

PROVIDED THAT the Committee provides written Notice of the amendment to every Member of the Association, with the Notice stating:

- (i) the text of the amendment; and
- (ii) the right of the Member to object to the amendment.

- (c) If no Member objects within twenty (20) working days after the date on which the Notice is sent, the Committee may make the amendment.
- (d) If a Member objects to the amendment made under clause 20.2 within twenty (20) working days after the date on which the Notice is sent, the Association may not make the amendment under this clause.

## **21. General Meetings**

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21.1 The Association's Annual General Meeting must be held

- (a) not later than 6 months after the balance date of the Association; and
- (b) not later than 15 months after the previous Annual General Meeting.

21.2 Special General Meetings may be called by the Committee or by written requisition to the Secretary signed by not less than 20 Members.

21.3 At least 15 clear days before any General Meeting, the Secretary must send to all Members Notice of the business to be conducted at the meeting and details of the date, time and place of the meeting.

21.4 Any irregularity in the manner of calling a General Meeting is waived if all the Members entitled to attend and vote at the meeting attend the meeting without protest as to the irregularity, or if all such Members agree to the waiver but in any event the failure for any reason of any Member to receive Notice of a General Meeting does not invalidate the meeting or its proceedings.

21.5 A Member is entitled to vote by written proxy in favour of another Member present at the meeting, but no other proxy voting is permitted.

21.6 The quorum for General Meetings is 20 Members present in person.

21.7 All General Meetings must be chaired by the President or, in the President's absence, by the Vice-President or, in the absence of both of them, by some other

Officer elected for the purpose by the Members at the General Meeting, and any such chairperson has a deliberative and casting vote.

21.8 Voting at General Meetings must be exercised as follows:

- (a) voting must be by voices, by show of hands or, on demand of the chairperson or of any Member present, by secret ballot, and on each case each Member entitled to vote is entitled to one vote;
- (b) unless otherwise required by this Constitution, all questions must be determined by a simple majority of those present and entitled to vote;

21.9 Minutes must be kept at each General Meeting.

## **22. Annual General Meeting**

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22.1 The Notice for an Annual General Meeting must include:

- (a) an annual report from the Committee reporting on the operations and affairs of the Association during the most recently completed accounting period;
- (b) a copy of the financial statements for the Association for that period;
- (c) notice of any disclosures made to the Interests Register since the immediately preceding Annual General Meeting (including a brief summary of the matters, or types of matters, to which those, to which those disclosures relate);
- (d) a list of and information about nominees for Officer appointments;
- (e) a resolution for appointment of an auditor or reviewer (if required);
- (f) notice of proposed changes to subscriptions for Members (if any);
- (g) notice of any motions and the Committee's recommendations; and
- (h) the Committee's proposed budget for the next year.

22.2 Notice of any General Meeting shall be deemed to have been effectively given if the Notice is included in the "Quadrangle" newsletter or any replacement publication and the Notice shall be deemed to have been received on the next business day after the date of mailing, if sent by post or e-mail.

22.3 The business of the Annual General Meeting is:

- (a) approving the minutes of the previous General Meeting;
- (b) approving the Committee's annual report provided with the Notice;
- (c) approving the financial statements provided with the Notice;
- (d) election of Officers;
- (e) voting on any motions referred to in the Notice;
- (f) approving a budget for the next financial year; and

(g) general business.

## **23. Winding up**

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- 23.1 The Association may be put into liquidation if the Association, at a General Meeting of its Members, passes a resolution appointing a liquidator and nominating the School or a not-for-profit entity with purposes similar to the Objects to receive the Association's surplus assets, if any, and the resolution is confirmed at a subsequent General Meeting called together for that purpose and held not earlier than 30 days after the date on which the resolution to be confirmed was passed.
- 23.2 If the Association is placed into liquidation, its surplus assets, after payment of all debts, costs and liabilities, must be disposed of to the not-for-profit entity selected by the Members pursuant to cl 23.1

## **24. The Quadrangle**

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- 24.1 Every Member of the Association shall be entitled to electronically receive "The Quadrangle" or any other newsletter as is published by the Association from time to time.

## **25. Local Branches**

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- 25.1 Branches of the Association consisting of not less than 20 Members of the Association (or such other number as the Committee may determine or approve) may be formed in any district approved by the Committee.
- 25.2 The officers of a branch shall consist of a chairman and Hon. secretary / treasurer, and on appointment their names shall be forwarded to the Secretary.
- 25.3 Branches may elect committees if they think fit.

## **SCHEDULE ONE – DISPUTE RESOLUTION PROCEDURES**

### **1. HOW COMPLAINT IS MADE**

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- 1.1 A Member or Officer may make a complaint by giving to the Committee (or a complaints subcommittee) a notice in writing that:
  - (a) states that the Member or Officer is starting a procedure for resolving a dispute in accordance with this Constitution;
  - (b) sets out the allegation(s) to which the dispute relates and whom the allegation or allegations is or are against; and
  - (c) sets out any other information or allegations reasonably required by the Association.
- 1.2 The Association may make a complaint involving an allegation against a Member or Officer by giving to the Member or Officer a notice in writing that—
  - (a) states that the Association is starting a procedure for resolving a dispute in accordance with this Constitution; and
  - (b) sets out the allegation to which the dispute relates.
- 1.3 The information setting out the allegations must be sufficiently detailed to ensure that a person against whom an allegation or allegations is made is fairly advised of the allegation or allegations concerning them, with sufficient details given to enable that person to prepare a response.
- 1.4 A complaint may be made in any other reasonable manner permitted by this Constitution.

### **2. PERSON WHO MAKES COMPLAINT HAS RIGHT TO BE HEARD**

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- 2.1 All Members and Officers are obliged to cooperate to resolve disputes efficiently, fairly, and with minimum disruption to the Association's activities.
- 2.2 A Member or Officer who makes a complaint has a right to be heard before the complaint is resolved or any outcome is determined.
- 2.3 If the Association makes a complaint—
  - (a) The Association has a right to be heard before the complaint is resolved or any outcome is determined; and
  - (b) A Member or Officer may exercise that right on behalf of the Association.
- 2.4 Without limiting the manner in which the Member, Officer or Association may be given the right to be heard, they must be taken to have been given the right if—
  - (a) they have a reasonable opportunity to be heard in writing or at an oral hearing (if one is held); and

- (b) an oral hearing is held if the decision maker considers that an oral hearing is needed to ensure an adequate hearing; and
- (c) an oral hearing (if any) is held before the decision maker; and
- (d) the Member's, Officer's or Association's written or verbal statement or submissions (if any) are considered by the decision maker.

### **3. PERSON WHO IS SUBJECT OF COMPLAINT HAS RIGHT TO BE HEARD**

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- 3.1 This clause applies if a complaint involves an allegation that a Member, an Officer, or the Association (the respondent):
  - (a) has engaged in misconduct; or
  - (b) has breached, or is likely to breach, a duty under the Association's constitution or bylaws or the Act; or
  - (c) has damaged the rights or interests of a member or the rights or interests of members generally.
- 3.2 The respondent has a right to be heard before the complaint is resolved or any outcome is determined.
- 3.3 If the respondent is the Association, an Officer may exercise the right on behalf of the Association.
- 3.4 Without limiting the manner in which a respondent may be given a right to be heard, a respondent must be taken to have been given the right if—
  - (a) the respondent is fairly advised of all allegations concerning the respondent, with sufficient details and time given to enable the respondent to prepare a response; and
  - (b) the respondent has a reasonable opportunity to be heard in writing or at an oral hearing (if one is held); and
  - (c) an oral hearing is held if the decision maker considers that an oral hearing is needed to ensure an adequate hearing; and
  - (d) an oral hearing (if any) is held before the decision maker; and
  - (e) the respondent's written statement or submissions (if any) are considered by the decision maker.

### **4. INVESTIGATING AND DETERMINING DISPUTE**

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- 4.1 The Association must, as soon as is reasonably practicable after receiving or becoming aware of a complaint made in accordance with its Constitution, ensure that the dispute is investigated and determined.
- 4.2 Disputes must be dealt with under this Constitution in a fair, efficient, and effective manner and in accordance with the provisions of the Act.

## **5. ASSOCIATION MAY DECIDE NOT TO PROCEED FURTHER WITH COMPLAINT**

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5.1 Despite clause 4 above, the Association may decide not to proceed further with a complaint if—

- (a) the complaint is considered to be trivial; or
- (b) the complaint does not appear to disclose or involve any allegation of the following kind:
  - (i) that a Member or Officer has engaged in material misconduct;
  - (ii) that a Member, Officer, or the Association has materially breached, or is likely to materially breach, a duty under the Association's Constitution or bylaws or the Act; or
  - (iii) that a Member's, Officer's or Association's rights or interests generally have been materially damaged;
- (c) the complaint appears to be without foundation or there is no apparent evidence to support it; or
- (d) the person who makes the complaint has an insignificant interest in the matter; or
- (e) the conduct, incident, event, or issue giving rise to the complaint has already been investigated and dealt with under the Constitution; or
- (f) there has been an undue delay in making the complaint.

## **6. ASSOCIATION MAY REFER COMPLAINT**

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6.1 The Association may refer a complaint to—

- (a) a subcommittee or an external person to investigate and report; or
- (b) a subcommittee, an arbitral tribunal, or an external person to investigate and make a decision.

6.2 The Association may, with the consent of all parties to a complaint, refer the complaint to any type of consensual dispute resolution.

## **7. DECISION MAKERS**

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7.1 A person may not act as a decision maker in relation to a complaint if 2 or more members of the Committee or a complaints subcommittee consider that there are reasonable grounds to believe that the person may not be—

- (a) impartial; or
- (b) able to consider the matter without a predetermined view.