**Constitution Of Rathkeale Old Boys' Association**

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# Definitions and interpretation

* 1. Definitions

### Unless the context requires otherwise:

1. **Act** means the Incorporated Societies Act 2022 and any regulations made under that Act.
2. **AGM** or **Annual General Meeting** means a meeting of the Members of the Society held once a year convened under this Constitution.
3. **Bylaws** means any bylaws, policies, codes of conduct, or regulations of the Society made under clause 23.5.
4. **Casual Vacancy** is a vacancy which arises on the Committee when a Committee Member does not serve their full term of office.
5. **College** means Rathkeale College.
6. **Committee** means the Society’s governing body.
7. **Committee Member** means a member of the Committee, including the President.
8. **Constitution** means this Constitution as amended including any schedules to this Constitution.
9. **Contact Person** means a person holding the position of contact person for the Society, being the person whom the Registrar can contact when needed.
10. **General Meeting** means an AGM or SGM of the Society.
11. **Interested** has the meaning set out in section 62 of the Act.
12. **Interests Register** means the register of disclosures made by Officers kept by the Committee.
13. **Matter** has the meaning set out in section 62(4) of the Act.
14. **Member** means each person who is a member of the Society.
15. **Misconduct** means conduct that would reasonably be regarded by Members of good standing as disgraceful or dishonourable.
16. **Member Register** means the register of Members kept under clause 7.
17. **Notice** has the meaning given to it in clause 1.3.
18. **Officer** means a Committee Member and any natural person occupying a position in the Society that allows the person to exercise significant influence over the management or administration of the Society.
19. **Ordinary Resolution** means a resolution passed by a majority of votes cast.
20. **Patron** means a person who has agreed to be a Patron of the Society.
21. **President** means the President of the Society, elected under this Constitution.
22. **Register** means the register of incorporated societies established under the Act.
23. **Registrar** means the Registrar of Incorporated Societies.
24. **Secretary** means the Secretary of the Society, elected under this Constitution.
25. **SGM** or **Special General Meeting** means a meeting of the Members, other than an AGM, called for a specific purpose or purposes.
26. **Society** has the meaning given to it in clause 2.1.
27. **Special Resolution** means a resolution passed by a 75% majority of votes cast.
28. **Treasurer** means the Treasurer of the Society, elected under this Constitution.
29. **Vice President** means the Vice President of the Society, elected under this Constitution.
30. **Working Day** means any day of the week other than:
	1. Saturday, Sunday, Waitangi Day, Good Friday, Easter Monday, Anzac Day, the Sovereign's birthday, Te Rā Aro ki a Matariki/Matariki Observance Day, and Labour Day; and
	2. if Waitangi Day or Anzac Day falls on a Saturday or Sunday, the following Monday; and
	3. a day in the period commencing on 24 December in any year and ending on 5 January in the following year, both days inclusive; and
	4. the day observed as the anniversary in Wellington.
	5. Interpretation

### Unless the context otherwise requires:

#### clause headings are for reference only.

#### a reference to any legislation includes any secondary legislation, statutory regulations, rules, orders or instruments made or issued pursuant to that legislation and any amendment to, re-enactment of, or replacement of, that legislation.

#### reference to a person includes any other entity or association recognised by law and vice versa.

#### meaning assigned to words and phrases which are capitalised in the Definitions section also applies to those words and phrases where they appear later, even though they are not capitalised later, unless the context requires otherwise.

#### words referring to the singular include the plural and vice versa.

#### a reference to:

##### a person includes their executors and administrators.

##### **writing** includes words printed, typewritten, or otherwise visibly represented, copied, or reproduced including by email or other electronic means. **Written** has a corresponding meaning.

##### statutory instruments and/or provisions is to them as amended or re-enacted.

#### all periods of time or notice exclude the days on which they are given.

#### time is of the essence.

* 1. Notices

### Unless specified otherwise in this Constitution any notice or other communication (**Notice**) given under this Constitution must be in writing.

### A Notice may be served by email to:

#### Members at the email address in their Contact Details;

#### the Committee at oldboys@rathkealeoldboys.org.nz; and

#### the Society at oldboys@rathkealeoldboys.org.nz.

### Any obligation to give notice to all Members shall be satisfied by, at a minimum, providing notice through the Society’s social media channel/s and sending an email to all Members for whom the Society has an email address.

### The Society and the Committee may change their email addresses for the purposes of clause 1.4 by giving notice to all Members.

### A Notice is deemed to have been received:

#### if given by post, when left at the address of a person or five Working Days after being put in the post; or

#### if given by email, upon production of a physical copy of the email detailing the time and the date the email was sent (provided that the sender does not receive any "out of office" auto-reply or other indication of non-receipt (except this exception shall not apply in the case of clause 1.5 under which notice is deemed to have been received));

### provided that any Notice or communication received or deemed received after 5pm on a Working Day, or on a day which is not a Working Day, will be deemed not to have been received until the next Working Day

# Details of Society

* 1. Name

### The formal name of the Society is Rathkeale Old Boys' Association (the **Society**), abbreviated to ROBA where appropriate.

### The number of the Society on the Incorporated Societies Register at the date of registration of this Constitution is 217804.

# Purpose and powers

* 1. Purpose

### The purposes of the Society are to:

#### provide benefits to Members that arise from their having been students of the College;

#### promote and foster positive and supportive connections between Members, be they social, professional, industry, educational, pastoral, etc;

#### support the maintenance and enhancement of the land and buildings at the College;

#### support the educational, sporting, cultural and spiritual dimensions of the College;

#### provide scholarships to future and existing students to enable them to benefit from education at the College;

#### provide scholarships and/or other support to Members to enable them to add to their education, development, and pastoral care or endeavours after they have left the College;

#### be a meaningful support to the College as:

##### a repository of the College’s history and culture;

##### an external source of example and inspiration to current students;

##### a provider of financial support for specific projects; and

##### a source of expertise and leadership as required by the College and its board and Trinity Schools Trust Board; and

#### raising, receiving, holding, accumulating, and/ or investing money or other assets to support or provide for the other purposes listed.

* 1. No personal benefits

### All income, benefit, or advantage must be used to advance the purposes of the Society.

### No Member, person associated with a Member, or Committee Member is allowed to take part in or influence any decision made by the Society in respect of payments to the Member including through any third party, any person associated with a Member, or Committee Member of any income, benefit, or advantage, except that payments made be made to Members or Committee Members as provided by clause 3.4.

### Any payments made to a Member, including through any third party, person associated with a Member, or Committee Member must:

#### be for goods or services that advance the purposes of the Society and must be reasonable and relative to payments that would be made between unrelated parties; or

#### be in accordance with clause 10.6.

### The provisions and effect of clauses 3.2 to 3.4 must not be removed from this Constitution and must be included and implied in any document replacing this Constitution.

# Members

* 1. Membership application

### A person becomes a Member when they have satisfied any membership requirement or process (which shall include the Member’s consent as required by the Act) adopted by or acceptable to the Committee for such purpose.

* 1. Membership consent

### A person or entity consents to become a Member by paying the required membership fee or fees or otherwise indicating consent in a manner acceptable to Committee and which also meets the requirements of the Act.

* 1. Membership categories

### The Members of the Society are:

#### Ordinary Members, being former pupils of Rathkeale College (but not only as members of the Senior College at Rathkeale, or other form of co-education, as pupils of St Matthew’s Collegiate School for Girls who are or were once eligible for membership of St Matthews Old Girls' Association);

#### Honorary Members, being members of the teaching staff of the College who have served 10 years as staff and had that membership bestowed upon them by the Society. A person consents to become an Honorary Member on acceptance of that status.

# Membership fees

### The Committee will decide:

#### any membership and other fees payable by Members;

#### how they shall be communicated, demanded or invoiced; and

#### the due date for those fees.

### Without being released from the obligation to pay, a Member who does not pay their membership or other fees by the due date has no membership rights, but is still bound by this Constitution. If payment is not made within 12 months of the due date the Committee may terminate the Member's membership by Notice to the Member.

# Cessation of membership

### A person ceases to be a Member:

#### on death;

#### by resignation by giving Notice to the Committee;

#### on termination of membership under clause 5.2; or

#### on the conclusion of a dispute resolution process in this Constitution where that is the consequence of such process; .

### A person who ceases to be a Member:

#### remains liable to pay all membership and other fees owed to the Society;

#### must return all property of the Society to the Society.

# Member Register

### The Committee will keep an up-to-date Member Register which must include, as a minimum:

#### each Member’s name;

#### each Member’s last known contact details;

#### the date each person became a Member; and

#### the name of each person who has ceased to be a Member within the previous 7 years and the date on which each person ceased to be a Member.

### Members must provide Notice to the Committee of any change to the details in clause 7.1.

### The Member Register must be updated as soon as practicable after the Committee is made aware of changes of the information recorded in the Member Register.

# Committee composition

* 1. Role of the Committee

### The Committee must govern, manage, direct, or supervise the operation and affairs of the Society and the Committee has full powers to govern, manage, direct and supervise the management of, the operation and affairs of the Society.

### The name of the Society may only be changed by Special Resolution at a General Meeting. The Committee may not apply to the Registrar to change the name unless that Special Resolution has been passed.

* 1. Composition of the Committee

### The Committee will consist of:

#### A President; and

#### up to 10 additional Committee Members.

### The Committee must include a majority of Officers who are Members.

* 1. Eligibility

### Every Committee Member must, in writing:

#### consent to be a Committee Member; and

#### certify under Section 47 of the Act that they are not disqualified from being elected, appointed, or holding office as a Committee Member by this Constitution or Section 47 of the Act.

# Election of Committee Members

### The President and the Committee Members will be elected as follows:

#### at the AGM the Committee must call for applications for any vacant Committee Member positions in addition to those already received (if any) under clause 16.4;

#### if there is more than one applicant for any position, the election will be by secret ballot;

#### the successful applicant for each contested position is the applicant gaining the highest number of votes. If there is an equality of votes for any position, a further ballot will be conducted between the tied applicants to determine the outcome;

#### if there is only one applicant for any position, that person will be declared to be elected without the need for a vote.

### An applicant may at any time commence or continue a position as an employee of the Society if they are elected as a Committee Member.

# Committee

* 1. Term of office

### The term of office for Committee Members will be one year, commencing from the end of the AGM at which they are elected or appointed and expiring at the end of the next AGM.

* 1. Casual vacancies

### If there is a Casual Vacancy on the Committee, a position on the Committee is not filled at the AGM, or the number of Committee Members is less than required by this Constitution, the remaining or existing Committee Members may appoint a person of their choice to fill the Casual Vacancy or relevant Committee Member position until the next AGM or may leave the Casual Vacancy or other vacancy unfilled until the next AGM.

* 1. Removal of Committee Member

### The Committee may, by Special Resolution of the Committee, remove any Committee Member from the Committee before the expiry of their term of office if the Committee considers that Committee Member has seriously breached duties under this Constitution or the Act or is no longer suitable to be a Committee Member including for the reason of Misconduct or behaviour that is reasonably considered purposely and/or unnecessarily disruptive to a functional and orderly Committee. The Committee Member who is the subject of the motion will be counted for the purpose of reaching a quorum and will not participate in the vote on the motion.

### Before considering a motion for removal, the Committee Member affected by the motion must be given:

#### Notice that a Committee meeting is to be held to discuss the motion to remove them and the basis for the motion; and

#### adequate time to prepare a response; and

#### the opportunity prior to the Committee meeting to make written submissions; and

#### the opportunity to be heard at the Committee meeting.

### A person ceases to be a Committee Member if:

#### the person resigns by delivering a Notice of resignation to the Committee;

#### the person is removed from office under this Constitution;

#### the person becomes disqualified from being an officer under section 47(3) of the Act; or

#### the person dies.

* 1. Remuneration and expenses

### Committee Members:

#### may not be paid any remuneration for their service as a Committee Member.

#### may receive full reimbursement for all reasonable expenses incurred by that Committee Member on behalf of the Society or the Committee when authorised by resolution of the Committee, the President, or the Treasurer (the latter two Officers may not solely approve their own reimbursement, which must be approved by the other or the Committee as a whole).

# President

### The President is a Committee Member, elected as such annually at the AGM. Applications for the position of President must be made in the same manner and at the same time as applications for other Committee Members under clauses 16.4 and 9.

### The President holds office for 1 year until the conclusion of the next AGM.

### The role of the President is to lead the work of the Society, engage in activities agreed with the Committee, which may include activities to promote the Society and/or its purposes, to promote good relations and communications between Members and between the Society and the College, to promote the reputation and best interests of the Society and the College, and to preside at Society events. The President will normally chair Committee meetings and General Meetings unless he is unable to attend the meeting.

# Vice President

### The Vice President is a Committee Member, elected as such annually at the AGM. Applications for the position of Vice President must be made in the same manner and at the same time as application for Committee Members under clauses 16.4 and 9.

### The Vice President holds office for 1 year until the conclusion of the next AGM.

### The role of the Vice President is to support and deputise for the President and to act as the President when the President is unable to do so.

# Secretary

### The Secretary is a Committee Member, elected as such annually at the AGM. Applications for the position of Secretary must be made in the same manner and at the same time as application for Committee Members under clauses 16.4 and 9.

### The Secretary holds office for 1 year until the conclusion of the next AGM.

### The role of the Secretary is set by the Committee and, unless otherwise stated, the Secretary:

#### attends to all communications to and from the Society;

#### sets the agenda for Committee Meetings in consultation with the President; and

#### ensures minutes are kept of General Meetings, Committee Meetings and any sub-committee meetings.

# Treasurer

### The Treasurer is a Committee Member, elected as such annually at the AGM. Applications for the position of Treasurer must be made in the same manner and at the same time as application for Committee Members under clauses 16.4 and 9.

### The Treasurer holds office for 1 year until the conclusion of the next AGM.

### The role of the Treasurer is set by the Committee and unless otherwise stated the Treasurer ensures:

#### receipt of money paid to the Society and payment of accounts either in accordance with any financial delegations or approved by the Committee;

#### the accounting records of the Society are kept as required by the Act;

#### the Society complies with any requirement (if any, in statute or of the Society) to have its financial statements audited or reviewed (but not otherwise);

#### financial statements at presented at the AGM; and

#### any returns are completed.

# Patron

### The Committee may invite any person to be a Patron.

### The role of a Patron is set by the Committee and unless otherwise stated is to show their support for the Society and to help establish or maintain public credibility of the Society.

### A Patron is entitled to attend and speak at General Meetings but has no right to vote.

# General Meetings

* 1. Annual General Meeting intervals

### The Society must hold an AGM once a year at the time, date, and place the Committee decides, but not more than 6 months after the balance date of the Society and not more than 15 months after the previous AGM.

### The Committee must give Members at least 21 days’ Notice of the AGM.

* 1. Business of AGM

### The following business will be discussed at the AGM:

#### confirmation of the minutes of the previous AGM;

#### the Committee’s presentation of the following information during the most recently completed accounting period:

##### the annual report;

##### the annual financial statements;

##### any auditor’s report to members on the audited financial statements (if there is any requirement in statute or of the Society to have them audited and not otherwise); and

##### notice of any disclosures of conflicts of interest made by Committee Members, including a brief summary of the Matters, or types of Matters, to which those disclosures relate;

#### the election of any Committee Members;

#### the election of the President;

#### the appointment of an auditor (if one is required by statute or the Society but not otherwise);

#### consideration of any motions to amend this Constitution that have been properly submitted for consideration at the AGM;

#### consideration of any other items of business that have been properly submitted for consideration at the AGM.

### The Committee must receive any proposed motions and other items of business in writing from Members at least 14 days before the date of the AGM and such motions or items of business require the support of the President (or, the Committee, if the President does not support them) to be submitted for consideration at the AGM.

### The Committee may receive any applications for soon to be vacant Committee Member positions at least 14 days before the date of the AGM.

### An agenda containing the business to be discussed at the AGM will be sent by the Committee to the Members at least 7 days before the date of the AGM. No additional items of business can be voted on other than those set out in the agenda.

* 1. Special General Meeting

### A SGM must be called by the Committee if it receives a request in writing stating the purpose of the SGM:

#### from the Committee; or

#### signed by 50 Members.

### The Committee must give Members at least 14 days’ Notice of the SGM, unless the Committee acting reasonably decides that the nature of the SGM business is of such urgency that a shorter period of notice is to be given to Members.

### A SGM will only consider and deal with the business specified in the request for the SGM.

* 1. Method of holding General Meetings

### General Meetings must be held by the required quorum of Members:

#### being assembled together at the time and place appointed for the meeting; or

#### participating in the meeting by means of audio link, audiovisual link, or other electronic communication; or

#### by a combination of both of the methods described in sub-clauses (a) and (b).

* 1. Quorum

### No business is to be transacted at any General Meeting unless a quorum is present at the time when the meeting is due to start. The quorum for a General Meeting is 10 of the Members who are entitled to vote. The quorum must be present at all times during the General Meeting.

### If a quorum is not reached within 30 minutes of the scheduled start time of an AGM, the AGM will be adjourned to a day, time, and place determined by the chair of the General Meeting. If no quorum is achieved at the further AGM, the Members present 15 minutes after the scheduled start time of that further AGM are deemed to constitute a valid quorum.

### If a quorum is not reached within 30 minutes of the scheduled start time of a SGM, the SGM is cancelled.

* 1. Control of General Meetings

### The President will preside as chair at the General Meeting. If that person is unavailable a Committee Member appointed by the Committee will preside. In the absence of both of those persons, the Members present will elect a chair of the General Meeting.

* 1. Attendance and voting

### Ordinary Members are eligible to attend and speak at General Meetings.

### Each Member is entitled to one vote. Voting by proxy is not permitted.

### Voting will generally be conducted by voices or by a show of hands as determined by the chair of the General Meeting unless a secret ballot is called for and approved by Ordinary Resolution.

### Casting votes by electronic means is permitted and the voting process set out in clause 16.17 must allow for that.

### An Ordinary Resolution at a General Meeting will be sufficient to pass a resolution, except as specified in this Constitution.

* 1. Minutes

### Minutes must be kept of all General Meetings.

* 1. Irregularities

### A General Meeting and its business will not be invalidated simply because one or more Members do not receive notice of the General Meeting.

### A General Meeting and its business will not be invalidated by an irregularity, error or omission in Notices (including as to timeliness), agendas and relevant papers. or any other omission or error in the organisation of the General Meeting, if:

#### the chair of the General Meeting in their discretion determines that it is still appropriate for the General Meeting or that business to proceed despite the irregularity, error, or omission; and

#### a motion to proceed is put to the General Meeting and such motion is passed by a Special Resolution.

* 1. Resolution passed in lieu of meeting

### Written resolutions may not be passed in lieu of a General Meeting.

# Committee meetings

### Committee meetings may be called at any time by the President or by 5 Committee Members, but generally the Committee will meet quarterly or more frequently as needed.

### Committee meetings must be held by a quorum of Committee Members:

#### being assembled together at the time and place appointed for the meeting; or

#### participating in the meeting by means of audio link, audiovisual link, or other electronic communication; or

#### by a combination of both of the methods described in sub-clauses (a) and (b).

### Except to the extent specified in this Constitution, the Committee will regulate its own procedure.

* 1. Quorum

### The quorum for a Committee meeting is 5 Committee Members.

* 1. Chair

### Committee Meetings will be chaired by the President. If the President is unavailable, another Committee Member must be appointed by the Committee to undertake the President's role during the period of unavailability.

* 1. Voting

### Each Committee Member has one vote. Voting is by voices, or on request of any Committee Member by a show of hands or by a ballot. Proxy and postal votes are not permitted. Voting by electronic means is permitted.

* 1. Resolution in writing

### A resolution in writing signed or consented to by email or other electronic means by the required majority of Committee Members will be valid as if it had been passed at a meeting of the Committee. Any resolution may consist of several documents in the same form each signed by one or more Committee Members.

# Contact Person

### The Committee must appoint at least one, and a maximum of 3, persons to be the Society’s Contact Person, subject to those persons meeting the eligibility criteria set out in the Act. The Committee must advise the Registrar of that person’s or those persons’ names and contact details and any changes according to Sections 116 and 5(2) of the Act (i.e., the obligation is to provide the name/s, a physical or electronic address used by the person, and a telephone number used by the person).

# Duties owed to Society by Officers

### An Officer:

#### when exercising powers or performing duties as an Officer, must act in good faith and in what the Officer believes to be the best interests of the Society;

#### must exercise a power as an Officer for a proper purpose;

#### must not act, or agree to the Society acting, in a manner that contravenes the Act or this Constitution;

#### when exercising powers or performing duties as an Officer, must exercise the care and diligence that a reasonable person with the same responsibilities would exercise in the same circumstances, taking into account, but without limitation:

##### the nature of the Society;

##### the nature of the decision;

##### the position of the Officer; and

##### the nature of the responsibilities undertaken by them;

#### must not:

##### agree to the activities of the Society being carried on in a manner likely to create a substantial risk of serious loss to the Society’s creditors; or

##### cause or allow the activities of the Society to be carried on in a manner likely to create a substantial risk of serious loss to the Society’s creditors;

#### must not agree to the Society incurring an obligation unless the Officer believes at that time on reasonable grounds that the Society will be able to perform the obligation when it is required to do so; and

#### when exercising powers or performing duties as an Officer, may rely on reports, statements, and financial data and other information prepared or supplied, and on professional or expert advice given, by:

##### an employee of the Society whom the Officer believes on reasonable grounds to be reliable and competent in relation to the matters concerned;

##### a professional adviser or expert in relation to matters that the Officer believes on reasonable grounds to be within the person’s professional or expert competence; or

##### any other Officer or subcommittee of Officers on which the Officer did not serve in relation to matters within the Officer’s or subcommittee’s designated authority,

#### if the Officer acts in good faith, makes proper inquiry where the need for inquiry is indicated by the circumstances, and has no knowledge that the reliance is unwarranted.

# Conflicts of interest

### The Committee must keep an Interests Register.

### An Officer who is Interested in a Matter relating to the Society must disclose details of the nature and extent of the interest, including any monetary value of the interest if it can be quantified:

#### to the Committee as soon as practicable after the Officer becomes aware that they are Interested in the Matter; and

#### in the Interests Register.

### A Committee Member who is Interested in a Matter:

#### must not vote or take part in a decision of the Committee relating to that Matter;

#### must not sign any document in relation to that Matter;

#### may take part in any Committee discussion and be present at the time of the Committee decision, unless the Committee decides otherwise;

#### may be counted for the purpose of determining whether there is a quorum at any meeting at which the Matter is considered.

### Clauses 20.3(a) or 20.3(b) do not apply to a Committee Member in relation to a particular Matter if all members of the Committee who are not Interested in the Matter consent to the Interested Committee Member acting as referred to in clauses 20.3(a) or 20.3(b).

### Despite clause 20.4, if 50% or more of the Committee Members are Interested in a Matter, a SGM must be called to consider and determine the Matter.

# Indemnity and insurance

### The Society may indemnify and/or effect insurance for its own current and former Officers, Members, and employees as permitted by sections 94 to 98 of the Act.

# Finances

### The funds and property of the Society will be controlled and managed by the Committee, subject to this Constitution.

### The Society’s balance date will be 30 June or the date that the Committee decides.

### The Society must prepare and register financial statements as required by the Act.

### The Society’s financial statements must be reviewed or audited each year if required by law or the Society (but not otherwise) and the reviewed or audited financial statements (if any) must be submitted to the AGM. Any auditors required (but not otherwise) will be appointed at each AGM.

# Amendments

* 1. Amendment

### This Constitution may only be amended or replaced by Special Resolution at a General Meeting.

### If an amendment to this Constitution would have no more than a minor effect or is to correct errors or makes similar technical alterations, then the Committee may give Notice of the amendment to every Member stating the text of the amendment and the right of Members to object to the amendment.

### If the Committee does not receive any objections from Members within 20 Working Days after the date on which the Notice is sent, or any longer period of time that the Committee decides, then the Committee may make that amendment. If it does receive an objection, then the Committee may not make the amendment.

### If any situation arises that, in the opinion of the Committee, is not provided for in this Constitution or any Bylaws, the matter will be determined by the Committee.

* 1. Bylaws

### The Committee may make and amend Bylaws for the conduct and control of the Society’s activities and a code or codes of conduct applicable to Members which are binding on them. No Bylaw will contravene or be inconsistent with the Act, any other laws, or this Constitution.

# Dispute resolution process

### In this clause 24:

#### a **Member** is a reference to a Member acting in their capacity as a Member;

#### an **Officer** is a reference to an Officer acting in their capacity as an Officer.

* 1. Disputes

### The Society may consider, resolve, and/or decide disputes between any one or more Members, between any one or more Members and any one or more Officers acting in their capacity as Officers, or such and the Society, which relate to an allegation that:

#### a Member or an Officer has engaged in or is about to engage in Misconduct; or

#### a Member or an Officer has breached or is about to breach a duty under or term of this Constitution or the Act; or

#### the Society has breached or is about to breach a duty under or term of this Constitution or the Act; or

#### a Member’s rights or interests as a member have been damaged or are about to be or Members’ rights or interests, generally, have been damaged or are about to be; or

#### the Society’s interests and/or purposes generally have been damaged or are about to be.

* 1. How a complaint is made

### A Member or an Officer may make a complaint by giving Notice to the Committee, or any subcommittee established for this purpose, that:

#### states that the Member or Officer is starting a procedure for resolving a dispute under this Constitution;

#### sets out the allegation to which the dispute relates and who the allegation is against; and

#### sets out any other information reasonably required by the Society.

### The Society may make a complaint involving an allegation against a Member or an Officer by giving Notice to the person concerned that:

#### states that the Society is starting a procedure for resolving a dispute under this Constitution; and

#### sets out the allegation to which the dispute relates.

* 1. Person who makes complaint has right to be heard

### Unless the Society decides not to proceed, the Member who made the complaint has a right to be heard before the complaint is resolved or any outcome is determined. A Member must be taken to have been given the right if:

#### the Member has a reasonable opportunity to be heard in writing or at an oral hearing (if one is held); and

#### an oral hearing is held if the decision maker considers that an oral hearing is needed to ensure an adequate hearing; and

#### an oral hearing, if any, is held before the decision maker; and

#### the Member’s written statement or submissions, if any, are considered by the decision maker.

### If the Society makes a complaint, it has a right to be heard before the complaint is resolved or any outcome is determined and a Committee Member may exercise that right on behalf of the Society. The Society must be taken to have been given the right if:

#### they have a reasonable opportunity to be heard in writing or at an oral hearing (if one is held); and

#### an oral hearing is held if the decision maker considers that an oral hearing is needed to ensure an adequate hearing; and

#### an oral hearing, if any, is held before the decision maker; and

#### its written statement or submissions, if any, are considered by the decision maker.

* 1. Respondent has right to be heard

### The Member or Officer who, or the Society which, is the subject of the complaint (**Respondent**) has a right to be heard before the complaint is resolved or any outcome is determined. If the Respondent is the Society, a Committee Member may exercise the right on behalf of the Society.

### A Respondent must be taken to have been given the right if:

#### 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

#### the Respondent has a reasonable opportunity to be heard in writing or at an oral hearing, if one is to be held; and

#### an oral hearing is held if the decision maker considers that an oral hearing is needed to ensure an adequate hearing; and

#### an oral hearing, if any, is held before the decision maker (to which the Respondent is not compelled to appear, but the Respondent must be given reasonable opportunity to appear and make written submissions); and

#### the Respondent’s written statement or submissions, if any, are considered by the decision maker.

* 1. Investigating and determining disputes

### The Society must as soon as is reasonably practicable after receiving a complaint or grievance, investigate and determine the complaint or grievance in a fair, efficient, and effective manner.

### If an oral hearing is held before a decision maker, the decision-maker shall have all powers necessary to determine the process supporting the oral hearing so long as that process accords generally with the requirements of natural justice.

* 1. Circumstances in which a process may not proceed

### Despite the content of this clause 24 and any other clause in this Constitution or in the Bylaws, the Society may decide not to proceed with a complaint matter if in the opinion of the Committee:

#### the complaint is trivial:

#### the complaint does not appear to disclose or involve any allegation of the following kind:

##### any material misconduct or likelihood of material misconduct;

##### any material breach or likelihood of material breach of a duty under this Constitution or the Act; or

##### any material damage to a Member’s rights or interests or Members’ rights or interests generally;

#### the complaint appears to be without foundation or there is no apparent evidence to support it;

#### the complaint relates to any time before the Member became a Member proper (e.g., it is a historic dispute from the time the Member was a student or staff member) or any capacity other than being a Member proper;

#### the person who makes the complaint has an insignificant interest in the matter; or

#### the conduct, incident, event, or issue giving rise to the complaint has already been investigated and dealt with under this Constitution or by another responsible body considered by the Committee appropriate to do so; or

#### there has been an undue delay in making the complaint.

* 1. Refer complaint

### The Society may refer a complaint to:

#### a subcommittee or an external person to investigate and report; or

#### a subcommittee, an arbitral tribunal, or an external person to investigate and make a recommendation or decision.

* 1. Decision makers

### An individual may not act as a decision maker in relation to a complaint if 2 or more members of the decision-making body (whether it is the Committee, a complaints subcommittee, tribunal, or other) consider that there are reasonable grounds to believe that the individual may not be:

#### impartial; or

#### able to consider the matter without a predetermined view.

### **Determination**

### Upon the determination of a dispute, the Society may:

#### receive any report or recommendation;

#### decide to take no further action;

#### with the consent of all parties to the complaint, refer them to any type of consensual dispute resolution such as mediation or facilitation;

#### suspend or terminate a Member’s membership and any other rights or office in the Society including subject to any term or condition;

#### publish any decision or the result of any decision to the extent it considers that is warranted, while maintaining the confidentiality of any person, process, or organisation to the extent it considers that warranted;

#### ask any Member or Officer or the Society to make any apology or do anything it considers proportionate in response;

#### ask any Member or Officer or the Society to refrain from doing anything;

#### refer the matter to a General Meeting for discussion and/or any response;

#### refer the matter to any outside/ external responsible decision maker or organisation, including to make a decision within it’s jurisdiction.

# Ending the Society

### The Committee must give Notice to all Members of at least 20 Working Days of a proposed motion:

#### to remove the Society from the Register;

#### for the distribution of the Society’s surplus assets; or

#### to appoint a liquidator.

### The Notice must comply with Section 228 of the Act and include adequate details of the General Meeting at which the proposed motion is to be considered.

### Any resolution for a motion set out in clauses 25.1(a) to 25.1(c) must be passed by a Special Resolution.

### The surplus assets of the Society, after the payment of all expenses, costs, debts, and liabilities, must be distributed to another or other not-for-profit entity or entities that have similar purposes to the Society in relation to Rathkeale College and/or its related schools.

# Transition

### This clause 26 applies to facilitate the transition of the Society and its business from the rules governing such matters prior to this Constitution coming into effect. If this clause is inconsistent with any other clause in this Constitution, this clause will apply to the extent of the inconsistency and the other clause will not.

* 1. Transition of Members

### Subject to this Constitution, every Member who was a member of the Society and recorded on the Member Register immediately prior to the commencement of this Constitution will continue as a Member.

* 1. Transition of Committee Members

### All Members who were Officers immediately before this Constitution came into effect will continue in their roles under this Constitution until the next AGM held in accordance with this Constitution.

### All Members who were Committee Members immediately before this Constitution came into effect will continue in their roles under this Constitution until the next AGM held in accordance with this Constitution.

* 1. Transition of Bylaws

### All Bylaws which were in effect immediately prior to this Constitution coming into force will continue in effect after, unless otherwise decided by the Committee. If any of those Bylaws are inconsistent with this Constitution (whether in whole or in part), the Committee will determine the matter as it sees fit.

### In 2 years the Committee may:

#### amend any requirement for, and/or the date by which this Constitution requires, anything to be done to facilitate the transition of the Society’s business to accord with the provisions of this Constitution;

#### decide any matter arising, including where such matter would normally be or is required to be guided or determined by a Bylaw or policy or process and that Bylaw or policy or process is not yet in place or does not yet exist.