



Old Wesley Collegians Association (OWCA)

ABN 51 846 045 800

Constitution

October 2019

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Constitution

OWCA

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1. Name of the Association

The name of the Association is **Old Wesley Collegians Association**.

2. Definitions and Interpretations

2.1 Definitions

In the Constitution:

Annual Accounts mean the accounts prescribed in clause 26.

College Council means the Council of Wesley College Melbourne

Constitution means this constitution of OWCA.

Executive Committee means the Executive Committee Members of OWCA.

Executive Committee Member means a Member of OWCA who shall be a member of the Executive Committee.

External Auditor means the External Auditor for the time being of OWCA appointed pursuant to clause 23.

General Meeting means the Annual Meeting of Members of OWCA pursuant to clause 8.

Head of OWCA means employee appointed and employed by Wesley College Melbourne.

Member means a member of OWCA pursuant to clause 6.

Notice means a notice pursuant to, or for the purposes of this Constitution or the Act.

Objects means the Objects of OWCA prescribed in clause 3.

Office means the registered office for the time being of OWCA.

Office Bearers mean the President / Co-Presidents, Vice-President and Treasurer of OWCA.

OWCA means Old Wesley Collegians Association.

President and Co-Presidents means the individuals elected pursuant to clause 10.7.

For the purposes of this document where the word 'President' appears, it may refer to either President OR Co-Presidents – whichever may apply at the time

Register means the register of members kept under the Act.

Registered Office means the registered office of OWCA.



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Vice-President means the individual(s) appointed pursuant to clause 18

Special Resolution means a resolution that has been passed by at least a seventy-five per cent (75%) majority of Executive Committee Members.

Staff means any paid employee, whether full or part time and (without limitation) includes the College Head of OWCA.

State means the State of Victoria.

Treasurer means the individual(s) appointed pursuant to clause 20.

Wesley College means Wesley College Melbourne

Interpretation

2.2

In this Constitution unless the context requires otherwise:

- (a) words (including defined expressions) importing the singular include the plural and vice versa;
- (b) words (including defined expressions) importing any gender include the other gender;
- (c) words (including defined expressions) importing persons shall include corporations and bodies politic;
- (d) where any word or phrase is given a defined meaning, any other part of speech or grammatical form in respect of that word or phrase has a corresponding meaning;
- (e) a reference to a statute, ordinance, code or other law includes regulations and other statutory instruments under it and consolidations, amendments, re-enactments or replacements in any of them (whether of the same or any other legislative authority having jurisdiction);
- (f) references to writing include any mode of representing or reproducing words in tangible and permanently visible form and includes electronic mail and facsimile transmission;
- (g) any power, right, discretion or authority conferred upon any person or groups of persons under the Constitution may be exercised at any time and from time to time;
- (h) a reference to an entity includes any successor entity;
- (i) reference to a month and cognate terms means a period commencing on any day of a calendar month and ending on the corresponding day in the next succeeding calendar month but if a corresponding day does not occur in the next succeeding calendar month the period shall end on the last day of the next succeeding calendar month; and
- (j) a reference to a clause is a reference to one of the clauses or sub-clauses.



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2.3 Headings

- (a) Headings do not affect the interpretation of this Constitution.

3. Objects of OWCA

The objects of the Association shall be non-profit and shall be to promote the welfare of Wesley College, a school in association with the Uniting Church of Australia, and to unite former Wesley collegians (hereinafter called "Collegians") for that purpose.

4. Powers of OWCA

Legal Capacity

Solely for the purpose of carrying out its Objects, OWCA has the legal capacity and powers to act as may be reasonably necessary for the furtherance of the Objects of the OWCA.

5. Income and Expenditure of OWCA

5.1 Application to Objects

The income and property of OWCA, irrespective of its source, must be applied solely towards the promotion of the Objects of OWCA.

5.2 No payments to Executive Committee Members and Members

No part of the income or property of OWCA must be paid or transferred directly or indirectly by way of dividend, bonus or otherwise to the Executive Committee Members or Members in accordance with clause 5.7.

5.3 No Payment of Fees to Executive Committee Members and Members

The payment of fees to Executive Committee Members or Members as remuneration for their services as Executive Committee Members or Members in whatever form by OWCA is prohibited.

5.4 OWCA Life Membership Fund

There shall be a fund styled "O.W.C.A. Life Membership Fund" which shall consist of all monies received and investments held for or on account of life membership of the Association.

Wesley College will provide, at no cost to the Association, all reasonable and annually agreed services in support of OWCA administrative, event, publication, merchandise and transactional tasks ensuring optimal use of College resources and infrastructure and not impinge on the volunteer time of OW's.

Wesley College will provide an amount per Year 12 leaver annually at a rate as agreed from time to time between the College and the Association, which would supplement the



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Association's income from investments to enable the Association to deliver on grants to affiliate groups, support of OWs, or in other appropriate ways for the furtherance of the Objects of the OWCA and to help the College and its community.

The corpus of the fund may be invested in any manner authorised by law for the investment of trust funds or in or upon the debenture stock, debenture bonds, shares or stock also notes (secured or unsecured) convertible notes, options or other like securities of any company listed on any Australian Stock Exchange or may be advanced by way of interest free loans to Wesley College with or without security.

5.5 OWCA Life Membership Account – Expenditure & Withdrawals

Any expenditure or withdrawal from the O.W.C.A. Life Membership Account shall take effect by and/or upon the signature of any two of the President, any past President of the Association nominated by the Executive Committee for this purpose, the Treasurer and the College Head of OWCA for the time being of the Association.

5.6 Certain Payments Acceptable

Clause 5.2 does not prevent the payment in good faith of:

- (a) Remuneration to any officers or employees of OWCA in return for any services actually rendered to OWCA or for goods supplied in the ordinary and usual way of business;
- (b) For out-of-pocket expenses incurred on behalf of OWCA including, in the case of the Executive Committee Member or Member, in carrying out the duties of an Executive Committee Member or Member, where the payments do not exceed an amount previously approved by the Executive Committee;
- (c) Remuneration for any service rendered to OWCA by an Executive Committee Member in a professional or technical capacity, other than in the capacity as an Executive Committee Member of OWCA, where:
 - (i) the provision of the service has the prior approval of the Executive Committee;
 - (ii) the amount payable is not more than an amount that commercially would be reasonable payment for the service;
- (d) Expenses for goods supplied in the ordinary and usual course of business;
- (e) Reasonable and proper rent for premises or personal property leased to OWCA by any Executive Committee Member or Member.



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6. Membership

6.1 Membership Eligibility

All collegians who have attended Wesley College shall be eligible for ordinary membership of the Association.

All members of the College Council, past and present members of the College staff and parents of past and present students of Wesley College who are not Ordinary Members shall be deemed to be Honorary Members of the Association.

Honorary Life Members of the Association are those Honorary Members who have had this title conferred upon them by the Executive Committee.

6.2 Honorary Membership

The Executive Committee may confer an honour, such as Honorary Membership, upon an individual whom it considers to have rendered to the OWCA or the College devoted, distinguished and exceptional honorary services, such services not being a financial benefaction.

Honorary Members shall not be entitled to vote at General Meetings of the Association and shall not be eligible for election as an Office Bearer of the Association.

6.3 Fellowship of the Association

Any Member who is a past student of Wesley College who has rendered significant service to the Association and/or College may have Fellowship of the Association conferred upon them by the Executive Committee and therefor appointed a Fellow of the OWCA.

Fellows are not Ordinary Members.

Once appointed, at the absolute discretion of the Executive Committee, a Fellow is entitled to receive a nominal benefit from the Association from time-to-time.

6.4 Membership Rights

The Executive Committee may determine from time to time the rights, privileges and classes of membership of the Association and may vary same from time to time.

7. Cessation of Executive Committee Membership

7.1 Death, resignation and other events

An Executive Committee Member immediately ceases to be a Member if the individual:

- (a) Resigns by giving one (1) months' notice in writing to Executive Committee;



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- (b) Is removed in accordance with clause 7.3;
- (c) Is convicted on indictment of an offence and the Executive Committee does not within one (1) month after that conviction resolve to confirm the Member's membership of OWCA.

7.2 Resignation of an Executive Committee Member

An individual shall give one (1) months' notice of intention to resign that shall take effect upon the expiry of that notice or by earlier acceptance of the notice by the Executive Committee.

7.3 Removal of an Executive Committee Member

The Executive Committee may by resolution, subject to clause 7.4, determine by a Special Resolution to censure, fine, suspend or expel a Member if in its opinion the Member fails to comply with any provision of the Constitution or is guilty of any conduct that the Executive Committee considers is unbecoming of a Member or is otherwise prejudicial to the interests of OWCA.

7.4 Notice to an Executive Committee Member

The Executive Committee may not make a determination under clause 7.3 unless at least twenty one (21) days before the meeting of the Executive Committee at which the determination is to be considered, notice is given to the Member of the meeting, what is alleged against the Member and the possible determination, and unless a Member has had an opportunity of giving at the meeting orally or in writing, any explanation or defence the Member may think fit before the Special Resolution is considered by the Executive Committee.

8. General Meetings

8.1 Annual General Meeting

An annual General Meeting of OWCA must be held prior to the 30th June each year.

8.2 Power to Convene General Meeting

The Executive Committee may convene a General Meeting whenever it thinks fit and must convene a General Meeting of OWCA when requested.

8.3 Notice of General Meeting

- (a) At least twenty-one (21) days' notice must be given of a meeting of the Members.
- (b) A notice convening a meeting of OWCA must:
 - (i) specify the place, date and time of the meeting and state the general nature of the business to be dealt with at the meeting and if the meeting is to be held in two or more places, the technology that will be used to facilitate the holding of the meeting in that manner;



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- (c) If a special resolution is to be proposed, the notice of meeting must set out an intention to propose a special resolution and state the resolution.
- (d) The non-receipt of a notice of a General Meeting or advance notice pursuant to clause 8.3(a) by, or the accidental omission to give notice of a General Meeting or advance notice under clause 8.3(a) to a person entitled to receive notice, does not invalidate any resolution passed at the General Meeting.

8.4 External Auditor Entitled to Notice

OWCA must give its External Auditor:

- (a) Notice of a General Meeting in the same way that a Member is entitled to receive notice; and
- (b) Any other communications relating to the General Meeting that a Member is entitled to receive.

8.5 Cancellation or Postponement of General Meeting

- (a) Where a General Meeting (including an annual General Meeting) is convened by the Executive Committee, it may, whenever it thinks fit, cancel the meeting or postpone the holding of the meeting to a date and time determined by it.
- (b) Written notice of cancellation or postponement of a General Meeting must be given to all persons entitled to receive notices of General Meetings from OWCA at least three (3) days before the date for which the meeting is convened and must specify the reason for cancellation or postponement.
- (c) A notice postponing the holding of a General Meeting must specify:
 - (i) a date and time for the holding of the meeting;
 - (ii) a place for the holding of the meeting, which may be either the same as or different from the place specified in the notice convening the meeting;
 - (iii) if the meeting is to be held in two or more places, the technology that will be used to facilitate the holding of the meeting in that manner.
- (d) The number of clear days from the giving of a notice postponing the holding of a General Meeting to the date specified in that notice for the holding of the meeting may not be less than the number of clear days' notice of the meeting required to be given by this Constitution or the Act.
- (e) The only business that may be transacted at a General Meeting that is postponed is the business specified in the notice pursuant to clause 8.3 that convened the meeting.
- (f) The accidental omission to give notice of the cancellation or postponement of a meeting to, or the non-receipt of any such notice by, any person entitled to notice does not invalidate that cancellation or postponement or any resolution passed at a postponed meeting.



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- (g) Clauses (a) to (f) (both inclusive) do not apply to a General Meeting convened by the Members or by the Executive Committee pursuant to a requisition of Members.

8.6 General Conduct of Meeting

A Chair of a General Meeting will be responsible for the general conduct of General Meetings and for the procedures to be adopted at General Meetings. The chair of the General Meeting may make rulings, adjourn the meeting without putting the question (or any question) to the vote if such action is required to ensure the orderly conduct of the General Meeting. A Chair of a General Meeting may determine conclusively any dispute concerning the admission, validity or rejection of a vote.

8.7 No Vote Contrary to the Act

Notwithstanding any other clause, a Member present in person or by proxy will not be entitled to vote and any vote purported to be cast by a Member present in person or by proxy, will be disregarded, on a particular resolution where such a vote is prohibited by the Act.

9. Proceedings at General Meetings

9.1 Business

The business of an annual General Meeting is to elect the Executive Committee Members and to receive and consider the Annual Accounts, the balance sheet and the reports of the Executive Committee and the Auditor.

9.2 Attendance by Member

- (a) A Member may be present and vote in person
- (b) Unless the contrary intention appears, a reference to a Member in clause 9 means a person who is a Member.

9.3 Quorum

- (a) Subject to clause (d) a number equating to one half of the total Executive Committee Members of OWCA (rounded up when there is not a whole number) present in person are a quorum at a General Meeting.
- (b) An item of business may not be transacted at a General Meeting unless a quorum is present when the meeting proceeds to consider it, but if a quorum is present at the beginning of a meeting it is deemed to be present throughout the meeting unless the Chair of the meeting on the Chair's own motion or at the instance of a Member who is present, otherwise declares.
- (c) If within fifteen (15) minutes after the time appointed for a meeting a quorum is not present, the meeting:
 - (i) if convened on a requisition of Members is dissolved;
 - (ii) in any other case stands adjourned to the same day in the next week and the same time and place, or for such other day, time and place as the Executive



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Committee appoints by notice to the Members and others entitled to notice of the meeting.

- (d) At a meeting adjourned pursuant to clause (c)(ii), three (3) persons each being a Member or proxy present at the meeting are a quorum, and if a quorum is not present within fifteen (15) minutes after the time appointed for the adjourned meeting the meeting is dissolved.

9.4 Chair

- (a) The Chair is entitled to preside at General Meetings, but if the Chair is not present and able and willing to act within fifteen (15) minutes after the time appointed for a meeting or has signified an intention not to be present and able and willing to act, the following may preside (in order of entitlement) namely, the Deputy Chair, an Executive Committee Member chosen by the majority of the Executive Committee Members present, a Member, chosen by a majority of the Members present in person.
- (b) If there is an equality of votes, whether on a show of hands or by poll, the Chair of the meeting is entitled to a casting vote in addition to any votes to which the Chair is entitled as a Member. The Chair has discretion both as to whether or not to use the casting vote and as to the way in which it is used.

9.5 Determination of Questions

- (a) Every question submitted to a meeting is to be decided by a show of hands, unless a poll is demanded:
 - (i) before the vote is taken;
 - (ii) before the voting results and a show of hands are declared; or
 - (iii) immediately after the voting results on the show of hands are declared by:
 - (A) the Chair of the meeting; or
 - (B) at least the number of Members prescribed in clause 9.3(a) present in person or by proxy and having the right to vote at the meetingand the demand for the poll is not withdrawn.
- (b) On a show of hands, a declaration by the chair is conclusive evidence of the result.

9.6 Majority

Subject to the requirements of the Act, a resolution is taken to be carried if a simple majority of the votes cast on the resolution are in favour of it.

9.7 Poll

- (a) If a poll is properly demanded and the demand is not withdrawn, it must be taken in such manner and at such time and place and at once or after an interval or adjournment or otherwise as the chair of the meeting then or subsequently determines. The result of the poll is to be deemed the resolution of the meeting at which the poll is demanded.



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- (b) A poll demanded on the election of a chair of a meeting or on a question of adjournment must be taken immediately.
- (c) A demand for a poll does not prevent the continuance of the meeting for the transaction of any business other than the question on which the poll has been demanded.
- (d) A demand for a poll may be withdrawn.

9.8 Objection to Voting Qualification

- (a) Objection may not be raised to the right of a person to attend or vote at a meeting or adjourned meeting or to vote on a poll except at that meeting or adjourned meeting or where the poll is taken and every vote not disallowed at the meeting or adjourned meeting or when the poll is taken is valid for all purposes.
- (b) If there is a dispute as to the admission or rejection of a vote, the chair of the meeting must decide it and the chair's decision made in good faith is final and conclusive.

9.9 Adjournment

- (a) The Chair of a meeting may, with the consent of any meeting at which a quorum is present and must if so directed by the meeting, adjourn the meeting to a new time, day or place, but the only business that may be transacted at an adjourned meeting is the business left unfinished at the meeting from which the adjournment took place.
- (b) If the meeting is adjourned for thirty (30) days or more, notice of the adjournment must be given in accordance with clause 8.3(a).
- (c) Except as provided by clause (b), it is not necessary to give any notice of an adjournment or of the business to be transacted at any adjourned meeting.
- (d) A resolution passed at a meeting resumed after an adjournment is passed on the day it is passed.

9.10 Voting Rights

- (a) Subject to the rights and any restrictions attached to or affecting Members and to any other restrictions in this Constitution:
 - (i) on a show of hands, each Member present in person and each other present as proxy of a Member has one vote; and
 - (ii) on a poll, each Member present in person has one vote and each person present as proxy of a Member has one vote or each Member that the person represents.
- (b) A proxy's authority to speak and vote for a Member at a meeting is suspended while the Member is present at the meeting.

9.11 Electronic Meeting

- (a) Without limiting clause 8.3(c), for the purposes of this Constitution the contemporaneous linking together by telephone or other means of instantaneous communication ("*telephone*") of a number of the Members, being at least a quorum,



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whether or not any one or more of them is out of Australia, is to be deemed to constitute a General Meeting and all the provisions of this Constitution as to General Meetings of apply to such a General Meeting if the following conditions are met:

- (i) all the Members entitled to notice of a General Meeting receive notice of the meeting;
 - (ii) all the Members wanting to take part in the General Meeting are linked by telephone for the purposes of the General Meeting; and
 - (iii) at the commencement of the General Meeting each Member taking part acknowledges the respective Member's presence for the purposes of the General Meeting to all other Members taking part and acknowledges that the Member is able to hear each of the other Members taking part.
- (b) A Member may not leave a telephone General Meeting by disconnecting the telephone without the consent of the chair of the General Meeting and a Member is deemed to be present and form part of the quorum throughout the General Meeting unless the Member has obtained the consent of the chair of the meeting to leave the General Meeting.
- (c) A minute of the proceedings of a telephone General Meeting is sufficient evidence of the proceedings and the observance of all necessary formalities if it is certified as a correct minute by the chair of the General Meeting.

10. Executive Committee

10.1 Eligibility

Any member is eligible to be appointed as an Executive Committee Member.

10.2 Nomenclature

The Executive Committee shall be termed the Executive Committee of OWCA and the Executive Committee Members shall be described as Executive Committee Members of Executive Committee.

10.3 Composition of the Executive Committee

The Executive Committee shall comprise individuals with a diversity of skills, qualifications and experience and shall consist of:

- (a) The Office Bearers of the Association;
- (b) Principal of Wesley College ex-officio;
- (c) College Head of OWCA; and
- (d) Additional number of members not exceeding ten (10). Such members shall hold office for a period of up to two years as determined by the Executive Committee from time to time and one half of such number of members shall be elected every alternate year from the members of the Association at its annual General Meeting.



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10.4 Term of Executive Committee Members

- (a) Subject to clause 10.4(f) an Executive Committee Member other than the Head of OWCA may not retain office for more than two (2) calendar years or beyond the fourth annual General Meeting following the Executive Committee Member's appointment (whichever is the longer period) without being re-elected.
- (b) At the annual General Meeting in each year two of the Executive Committee Members in office other than the Head of OWCA as may be necessary to ensure that each Executive Committee Member may serve a full term, must retire from office.
- (c) A retiring Executive Committee Member may act until the conclusion of the meeting at which the Executive Committee Member retires and is eligible for re-election.
- (d) The Executive Committee Members to retire are the Executive Committee Members who have been longest in office. The length of time an Executive Committee Member has been in office is to be computed from the Executive Committee Member's last election.
- (e) As between Executive Committee Members who have been in office an equal length of time, the Executive Committee Members to retire are, in default of agreement between them, to be determined by a majority of the Executive Committee Members with the Chair or, if the Chair is not able and willing to act, by the Deputy Chair alternatively, by an Executive Committee Member chosen by a majority of the Executive Committee Members exercising both a deliberative and a casting vote.
- (f) An Executive Committee Member shall not be entitled to be elected for more than three (3) consecutive terms.
- (g) The Executive Committee excluding the Executive Committee Member concerned, may by a Special Resolution, vote to allow an Executive Committee Member otherwise not eligible for re-election pursuant to clause 10.4(f), to be re-elected for one (1) further term of two (2) years provided that no more than a total of two (2) Executive Committee Members serving as Executive Committee Members in any one (1) year may have served for more than three (3) consecutive terms.

10.5 Election of Executive Committee Members

- (a) At the end of each calendar year the Executive Committee shall recommend to the Members for election or re-election subject to clause 10.4(f) and 10.4(g), such number of Executive Committee Members as prescribed in clause 10.3(a) as equates to the number of those Executive Committee Members who shall retire at the next Annual Meeting.
- (b) If the Members reject a nomination the Executive Committee within thirty (30) days, may if it accepts or disputes the Member's rejection:
 - (i) Submit a further nomination; or
 - (ii) Refer the rejection for resolution pursuant to clause 16.

10.6 Office Bearers

- (a) The Office Bearers of OWCA will comprise a President / Co-Presidents, Vice-President and Treasurer.



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- (b) OWCA in General Meeting in accordance with clause 8.3 may increase or reduce the number of Office Bearers.

10.7 Election of Office Bearers

- (a) At the first Executive Committee meeting after the annual General Meeting, the Executive Committee Members must elect the Office Bearers.
- (b) Any two (2) Executive Committee Members may, at that meeting, nominate another Executive Committee Member for election as a bearer of a particular office.
- (c) If only one (1) candidate is nominated for a particular Office Bearer's position, that candidate is to be deemed elected.
- (d) The candidates who receive the most votes will be elected. If two (2) or more candidates receive an equal number of votes, the chair of the meeting has a casting vote.

10.8 Rotation of office of President / Co-Presidents

The President / Co-Presidents shall be elected for a term of two (2) years. On each anniversary following election at the annual General Meeting in that year, the President / Co-Presidents must retire from office. The retiring President / Co-Presidents may act until the conclusion of the meeting at which the next succeeding President / Co-Presidents is appointed and is eligible for reappointment for one (1) further term of two (2) years.

10.9 Casual Vacancies

Subject to clause 10.1 the Executive Committee may at any time appoint a person to the Executive Committee, either to fill a casual vacancy or as an additional Executive Committee Member, but so that the total number of Executive Committee Members is not at any time to exceed the number fixed by this Constitution. The Executive Committee Member so appointed in the case of a casual vacancy holds office for the remaining term of the Executive Committee Member replaced but otherwise shall hold office only until the next annual General Meeting but is then eligible for reappointment. If the Executive Committee Member is so reappointed the date of the relevant annual General Meeting shall be the date of initial appointment for the purposes of clause 10.4.

10.10 Removal of Office Bearer

An Office Bearer may be removed from that office by resolution of the Executive Committee of which not less than fourteen (14) days' notice has been given to all Executive Committee Members for the time being in Australia. The Executive Committee may at any time replace an Office Bearer removed pursuant to this clause.

10.11 Removal of Executive Committee Member

Any elected member of the Executive Committee absenting himself or herself from three consecutive meetings without leave of absence from the Executive Committee shall thereupon cease to hold office and/or to be an Executive Committee member.



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11. Remuneration and Expenses

- (a) An Executive Committee Member may not be paid any remuneration for services as an Executive Committee Member.
- (b) With the approval of the Executive Committee an Executive Committee Member may be reimbursed from the funds of OWCA as prescribed in clause 5.7 (a) – (e) of this Constitution.

12. Vacation of Office

12.1 Vacancy of Office of Executive Committee Member

The office of an Executive Committee Member is vacated if the Executive Committee Member:

- (a) Dies;
- (b) Becomes of unsound mind or a person whose estate is liable to be dealt with in any way under the law relating to mental health;
- (c) Resigns the office of Executive Committee Member by written notice to the Chair;
- (d) Is removed in accordance with clause 12.2;
- (e) Becomes a bankrupt or suspends payment or liquidates by arrangement or compounds with or assigns the Executive Committee Member's joint and separate estate for the benefit of the Executive Committee Member's creditors; or
- (f) Otherwise ceases to be, or becomes prohibited from being, by virtue of the Act or is removed from office as an Executive Committee Member by a resolution pursuant to the Act.

12.2 Removal of an Executive Committee Member

- (a) The Executive Committee may at any time if in its opinion an Executive Committee Member fails to comply with any provision of the Constitution or is guilty of any conduct that the Executive Committee considers unbecoming of an Executive Committee Member or is otherwise prejudicial to the interests of OWCA, requisition a meeting of Executive Committee Members of which notice pursuant to clause 12.3 shall be given, proposing a motion that the Executive Committee Member be removed, which motion shall be required to be passed.
- (b) The Executive Committee Members may in accordance with and subject to clause 12.3, determine to remove an Executive Committee Member from office as an Executive Committee Member if in their opinion the Executive Committee Member fails to comply with any provision of the Constitution or is guilty of any conduct that the Members consider is unbecoming of an Executive Committee Member or is otherwise prejudicial to the interests of OWCA.



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12.3 Notice to an Executive Committee Member

The Members may not make a determination under clause 12.2 unless notice of the meeting in accordance with section 203D or section 249H(3) of the Act is given to the Executive Committee Member prescribing what is alleged against the Executive Committee Member and the possible determination and unless the Executive Committee Member has had an opportunity of giving at the meeting orally or in writing, any explanation or defence the Executive Committee Member may think fit before the resolution is considered by the Members.

13. Powers and Duties of the Executive Committee

13.1 Executive Committee to Manage OWCA

- (a) The management of the business and affairs of OWCA is vested in the Executive Committee and Wesley College through the Head of OWCA for the furtherance of the Objects of the OWCA.
- (b) The Executive Committee may exercise all powers and do all such acts and things that OWCA is authorised or permitted to exercise and do and that are not by this Constitution or by statute directed or required to be exercised or done by OWCA in General Meeting.

13.2 Power to Give Security

The Executive Committee may exercise the powers conferred on it in clause 13.1 in such manner and upon terms and conditions in all respects as it thinks fit.

13.3 Execution of OWCA Cheques etc.

All cheques, promissory notes, bankers drafts, bills of exchange and other negotiable instruments signed, drawn, accepted, endorsed or otherwise executed by OWCA and all receipts for money paid to OWCA will be signed, drawn, executed, endorsed or otherwise executed, as the case may be in such a manner and by such persons as the Executive Committee shall determine.

13.4 Executive Committee Member's Contracts or Arrangements with OWCA

Subject to the Act:

- (a) No Executive Committee Member will be disqualified from holding the office of Executive Committee Member by virtue of holding any office or place of profit in any corporation in which OWCA is a shareholder or is otherwise interested;
- (b) No Executive Committee Member will be disqualified from that office from serving OWCA in any other office or in any other professional capacity, except that of the External Auditor of OWCA;
- (c) No Executive Committee Member will be disqualified by virtue of holding the office of Executive Committee Member from contracting with OWCA or any corporation in which OWCA is a shareholder or is otherwise interested or in any related entity, either



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as vendor, purchaser or otherwise and nor will any contract or arrangement entered into by or on behalf of OWCA in which any Executive Committee Member is in any way directly or indirectly interested be avoided; and

- (d) An Executive Committee Member is not liable to account to OWCA for any profit arising from that office or realised by the contract or arrangement, or by any participation in any association, institution, fund, trust or scheme or otherwise by reason only of the Executive Committee Member holding that office or of the fiduciary relations thereby established, provided that the disclosure required by clause 13.9 has been made.

13.5 Restrictions on Executive Committee Member Voting

- (a) An Executive Committee Member who has a material personal interest in a matter that is being considered at a meeting of the Executive Committee, unless section 195 of the Act permits, must not:
 - (i) be present while the matter is being considered at the meeting; or
 - (ii) vote on the matter.
- (b) No act of OWCA is invalid or voidable by reason only of the failure of an Executive Committee Member to comply with such prohibition.

13.6 Professional Capacity

Subject to the Act:

- (a) Any Executive Committee Member may act or the Executive Committee Member's firm may act in a professional capacity for OWCA or any other corporation in which OWCA is a shareholder or any related entity of OWCA; and
- (b) The Executive Committee Member and that Executive Committee Member's firm will be entitled to remuneration for professional services as if that Executive Committee Member were not an Executive Committee Member, provided that this clause will not authorise an Executive Committee Member or that Executive Committee Member's firm acting as an the External Auditor of OWCA.

13.7 Signatory Notwithstanding Interest

Notwithstanding that an Executive Committee Member is interested in the contract or arrangement, that Executive Committee Member may be appointed as the Executive Committee Member to sign on behalf of OWCA any instrument to which the interest relates.

13.8 Disclosure of Interest

- (a) An Executive Committee Member who is in any way, whether directly or indirectly, interested in the matter in which OWCA has an interest will declare the nature of the interest at the meeting of the Executive Committee as soon as practicable after the relevant facts have come to the Executive Committee Member's knowledge.
- (b) For the purposes of clause (a) a general notice given to the Executive Committee by an Executive Committee Member to the effect that the Executive Committee Member is an officer or member of a specified corporation or a member of a specified firm or is otherwise interested in any corporation or firm and is to be regarded as interested in any matter, after the date of the notice, in which that corporation or firm may have



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an interest, will be deemed to be a sufficient declaration of interest in relation to the matter if:

- (i) the notice states the nature and extent of the Executive Committee Member's interest in the corporation or firm;
 - (ii) when the matter is first considered, the extent of the Executive Committee Member's interest in the corporation or firm is not greater than as stated in the notice; and
 - (iii) the notice is given at a meeting of the Executive Committee or the Executive Committee Member takes reasonable steps to ensure that it is brought up and read at the next meeting of the Executive Committee after it was given.
- (c) It is also the duty of the Executive Committee Member who holds any office or possesses any property the holding of which office or the possession of which property might, whether directly or indirectly, create duties or interests in conflict with the Executive Committee Member's duties or interests as an Executive Committee Member of OWCA, to declare at the first meeting of the Executive Committee held after the Executive Committee Member becomes an Executive Committee Member, or if the Executive Committee Member is already an Executive Committee Member at the first meeting of Executive Committee held after the Executive Committee Member commenced holding any such office or possess any such property, the fact of the Executive Committee Member's holding such office or possessing such property and the nature, character and extent of the conflict.

13.9 Record of Disclosures

It is the Vice-President's duty to record in the minutes any disclosure given by an Executive Committee Member pursuant to clause 13. The Vice-President may be assisted by a Minutes Secretary as determined by the Executive Committee at the time.

13.10 Meaning of Contract

In clause 13.4, where the context permits, "*contract or arrangement*" includes a proposed contract or arrangement.

14. Proceedings of the Executive Committee

14.1 Meetings

- (a) The Executive Committee shall meet together on no less than four (4) occasions during each year for the dispatch of business, adjourn and otherwise regulate their meetings as they think fit.
- (b) The Chair may invite and the Executive Committee Members may resolve that the Chair invite any person despite such a person not being an Executive Committee Member, to a meeting of the Executive Committee and to participate in any discussions the Executive Committee Members think fit, provided that such a person shall not have any voting or other rights.



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- (c) Where it is impracticable to meet in person the Executive Committee Members may meet together by telephone or other means of instantaneous communication otherwise in accordance with clause 9.15.

14.2 Quorum

- (a) The quorum necessary for the transaction of the business of the Executive Committee shall be one half of the Executive Committee Members plus one (1).
- (b) A meeting of the Executive Committee Members during which a quorum is present is competent to exercise all or any of the authorities, powers and discretions under this Constitution for the time being vested in or exercisable by the Executive Committee generally.
- (c) Where a quorum cannot be established for a meeting of the Executive Committee (or consideration of a particular matter) an Executive Committee Member may convene a General Meeting to deal with a matter or the matters in question.
- (d) The continuing Executive Committee Members may act notwithstanding a vacancy in their number but, if and so long as their number is reduced below the minimum prescribed by clause (a) as a quorum, the continuing Executive Committee Members may, except in an emergency, act only for the purpose of requesting the Synod to fill any vacancies to the extent necessary to bring their number up to that minimum or of summoning a General Meeting.

14.3 Convening meetings

An Executive Committee Member may at any time and the Vice-President will on the request of the Executive Committee Member, convene a meeting of the Executive Committee

14.4 Notice of Meeting

- (a) Notice of every Executive Committee meeting will be given to each Executive Committee Member and may be given to any Executive Committee Member's nominated electronic address.
- (b) An Executive Committee meeting may be called or held using any technology consented to by all the Executive Committee Members. The consent may be a standing one. An Executive Committee Member may only withdraw the Executive Committee Member's consent within a reasonable period prior to the meeting.

14.5 Chair and Deputy Chair

The Chair is entitled to preside at meetings of the Executive Committee but, if the Chair is not present and able and willing to act within fifteen (15) minutes after the time appointed for a meeting or has signified an intention not to be present and able and willing to act, the following may preside (in order of entitlement):

- (a) the Deputy Chair;
- (b) an Executive Committee Member chosen by a majority of the Executive Committee Members present.



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14.6 Voting

Questions arising at a meeting of the Executive Committee are to be decided by a majority of votes and in the event of an equality of votes the chair of the meeting has a casting vote. The chair has discretion both as to whether or not to use the casting vote and as to the way in which it is used.

14.7 Committees of the Executive Committee

- (a) The Executive Committee may delegate any of its powers to committees consisting of one or more Executive Committee Members and such other individuals as it thinks fit and the Executive Committee may from time to time revoke that delegation.
- (b) A committee will conform to any regulations that may be imposed upon it by the Executive Committee in the exercise of its powers.
- (c) So far as they are capable of application and with the necessary changes, the provisions of this Constitution for regulating the meetings and proceedings of the Executive Committee govern the meeting and proceedings of committees.
- (d) A Committee shall at its first meeting elect from amongst its members a chair provided that the chair shall be either an Executive Committee Member or the Head of OWCA.
- (e) Minutes of meetings of committees maintained in accordance with clause 17 of this Constitution must be tabled at each subsequent meeting of the Executive Committee next after the committee meeting.

14.8 Written Resolution

- (a) If no less than three quarters of the Executive Committee Members have signed a document containing a statement that they are in favour of a resolution of the Executive Committee in terms set out in the document, a resolution in those terms will be deemed to have been passed at a meeting of the Executive Committee held on the day on which the document was signed and at the time at which the document was last signed by an Executive Committee Member or, if the Executive Committee Members signed the documents on different days, on the day on which and at the time at which the document was last signed by an Executive Committee Member.
- (b) For the purposes of clause (a):
 - (i) two (2) or more separate documents containing statements in identical terms each of which is signed by one or more Executive Committee Members will together be deemed to constitute one document containing a statement in those terms signed by the Executive Committee Members;
 - (ii) a reference to all Executive Committee Members does not include a reference to the Executive Committee Member who, at a meeting of the Executive Committee, would not be entitled to vote in the resolution;
 - (iii) any document so signed by an Executive Committee Member may be received by OWCA at the Registered Office (or other place agreed by the Executive Committee Members) by post, by facsimile or other electronic means or by being delivered personally by that Executive Committee Member.



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15. Nominations Committee

15.1 Membership

- (a) The Executive Committee shall appoint a Nominations Committee of five (5) individuals comprising of the following:
 - (i) The President / Co-Presidents;
 - (ii) Two (2) Executive Committee Members (neither of whom shall be the Head of OWCA);
 - (iii) Head of the OWCA; and
 - (iv) If the Presidency comprises a singular President, then there shall be a third Executive Committee Member (who is not Head of the OWCA).
- (b) The Chairperson of the Nominations Committee shall be one of the individuals appointed pursuant to clause 15.1(a)(ii).

15.2 Term

- (a) The members prescribed in clause 15.1(a) (iii)-(vi) shall be appointed for a term of two (2) years, subject to earlier removal or retirement pursuant to the Constitution. At the annual General Meeting in each year one of the members in office, must by rotation retire from office.
- (b) A retiring member may act until the conclusion of the meeting at which the member retires.
- (c) A retiring member is entitled to be reappointed provided that no member may serve for more than two (2) consecutive terms.

15.3 Role

- (a) The role of the Nominations Committee is to consider and recommend for the consideration of the Executive Committee the names of individuals suitable for the office of Executive Committee Member (excluding the Head of OWCA) and such other committees of the Executive Committee or OWCA as may be requested by the Executive Committee. The Nominations Committee shall in determining an individual's suitability consider that individual's expertise, skills and affinity with OWCA, its history and ethos.
- (b) The Executive Committee shall upon receiving the name of an individual for appointment as an Executive Committee Member;
 - (i) recommend that individual to the Members for election as an Executive Committee Member pursuant to clause 10.5(a); or
 - (ii) reject that individual and provide to the Nominations Committee in writing its reasons for rejection.
- (c) If the Executive Committee rejects a nominated individual the Nominations Committee shall either recommend another individual in accordance with clause 15.3(a) or alternatively, advise the Executive Committee that it is unable to recommend any other individual for appointment.



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- (d) If the Nominations Committee shall be unable to recommend any other individual for appointment to the Executive Committee then the Executive Committee shall refer the nomination to the Dispute Resolution Committee pursuant to clause 16.

16. Dispute Resolution Mechanism

16.1 Application

Where in the Constitution a dispute must be resolved under the Dispute Resolution Mechanism or where either the Executive Committee or the Members refer any dispute to the Dispute Resolution Committee, the dispute must be resolved as prescribed in this clause.

16.2 Reference to Committee

The Executive Committee must refer the dispute to the Dispute Resolution Committee that shall consist of:

- (a) The Chair for the time being of the Law Institute of Victoria or the nominee of the Chair for the time being of the Law Institute of Victoria (not being a Member or an Executive Committee Member), who must convene and be chair of the Dispute Resolution Committee;
- (b) Two (2) Executive Committee Members neither of whom shall be the Head of OWCA; and
- (c) Two (2) individuals appointed by the Members.

The Dispute Resolution Committee must decide the dispute and the decision of the Dispute Resolution Committee in each dispute is final.

16.3 Nomination of Executive Committee Member

Where the dispute relates to the nomination of an individual as an Executive Committee Member:

- (a) If the Dispute Resolution Committee accepts the nomination, the nominee is deemed approved on the day of the Committee's decision and is appointed for the term of two (2) years; and
- (b) If the Dispute Resolution Committee rejects the nomination the Executive Committee must submit a new nomination for approval pursuant to the Constitution.

17. Minutes

17.1 Minutes of all proceedings to be kept

The Executive Committee will cause minutes of all proceedings of General Meeting and meetings of the Executive Committee, including meetings of committees of Executive Committee, to be duly entered in books kept for that purpose in accordance with the Act.



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17.2 Minutes to be Signed by Chair

Except in the case of written resolutions made in accordance with clause 14.8 the Executive Committee will cause the minutes of all proceedings of General Meetings and meetings of the Executive Committee, including meetings of committees of Executive Committee, to be signed by the chair of the meeting at which the proceedings took place or by the chair of the next succeeding meeting.

17.3 Minutes to be Presumed Accurate

Where the minutes of proceedings of General Meetings and meetings of the Executive Committee, including meeting of committees of Executive Committee, are signed in accordance with clause 17.2 those minutes shall be presumed to be an accurate record of the relevant proceedings unless the contrary is proved.

17.4 Inspection of Minutes

Books containing the minutes of proceedings of General Meetings will be open for inspection by any Member without charge.

18. Vice-President

18.1 Appointment of Vice-President

There must be at least one (1) Vice-President of OWCA who is to be appointed by the Executive Committee on such terms and on such conditions as it thinks fit. Vice-President includes the assistant or acting Vice-President of OWCA and any substitute for the time being for the Vice-President.

18.2 Suspension or Removal of Vice-President

The Executive Committee may suspend or remove a Vice-President from that office.

18.3 Powers of Vice-President

The Executive Committee may vest in the Vice-President such powers, duties and authorities as it may from time to time determine and the Vice-President must exercise all such powers and authorities' subject at all times to the control of the Executive Committee.

19. College Head of OWCA

Wesley College, in consultation with the Executive Committee, shall appoint the College Head of OWCA on such terms and conditions as the College shall determine.



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20. OWCA Office

20.1 Appointment

The College Head of OWCA in conjunction with the Executive Committee shall recommend to Wesley College appropriate staff resourcing to support the operations of the OWCA Office.

20.2 Key Roles

The OWCA Office will encompass the key roles of Affiliates Liaison Officer, Alumni Relations Officer and Administrative support as determined by Wesley College from time to time.

21. External Auditor

21.1 Appointment

OWCA at the annual General Meeting shall appoint a properly qualified external auditor.

21.2 Role

The External Auditor shall conduct an annual audit of the accounts of OWCA and report to the annual General Meeting in accordance with the Act.

22. Inspection of Books

- (a) Subject to the Act and any resolution of OWCA in General Meeting, the Executive Committee may determine whether and to what extent and at what times and places and under what conditions and regulations the books and documents of OWCA or any of them will be open to inspection by the Members and other persons.
- (b) A person, not being an Executive Committee Member, has no right to inspect any of the books or documents of OWCA except as conferred by the Act, this Constitution or authorised by the Executive Committee or by a resolution of OWCA in General Meeting and is not entitled to require or receive any information concerning the affairs of OWCA.

23. Notices

23.1 Method of Service of Notices

A notice may be served by OWCA on a Member or other person receiving notice under this Constitution by any of the following methods:

- (a) By serving it personally on the Member or other person;
- (b) By leaving it at the Member's address or the address of the other person;



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- (c) By sending it by post in a pre-paid letter, envelope or wrapper addressed to the Member at the Member's address or for the other person at that person's address; or
- (d) By sending to the electronic address, or by facsimile transmission to a facsimile number, nominated by the Member or the person for the purpose of serving notices.

23.2 Notice by Advertisement

Any notice by a court of law or otherwise required or allowed to be given by OWCA to the Members or any of them by advertisement will unless otherwise stipulated, be sufficiently advertised if advertised once in a daily newspaper circulating in the State.

23.3 Time of Service

- (a) Any notice sent by post, airmail or air courier will be deemed to have been served on the day following that on which the letter, envelope or wrapper containing the notice is posted or delivered to the air courier.
- (b) In proving service of any notice it will be sufficient to prove that the letter, envelope or wrapper containing the notice was properly addressed and put into the post office or other public postal receptacle or delivered to the air courier.
- (c) A certificate in writing signed by any manager, Vice-President or other officer or Staff that the letter, envelope or wrapper containing the notice was so addressed and posted is conclusive evidence of the posting.
- (d) Subject to the Act, if this Constitution requires or permits notice to be given to OWCA or the officers, neither accidental omission to give the notice or non-receipt of the notice invalidates the meeting, resolution, procedure or other matter to which the notice relates.

23.4 Time of Service by Facsimile

Any notice sent by facsimile transmission or any other electronic means will be deemed to have been served on receipt of the transmission report or other means of confirmation of successful transmission, confirming successful transmission.

23.5 Signature on Notices

The signature on any notice to be given by OWCA may be written or printed on or a facsimile thereof may be affixed by mechanical or other means subject to the Act.

23.6 Calculation of Notice Period

Where a period of notice is required to be given, the day on which the notice is dispatched and the day of doing the act or other thing will not be included in the number of days or other periods.



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24. Accounts

24.1 OWCA to Maintain

OWCA will keep such accounting, financial and other records of the business of OWCA as it is required to keep by the Act.

24.2 Annual Accounts

At the annual General Meeting in every year the Executive Committee will lay before OWCA statements of financial performance and position for the last financial year of OWCA, together with such other accounts, reports and statements as are required by the Act.

24.3 Copy of Accounts

Other than those Members who have provided written notice to OWCA stating that they do not wish to receive a copy of every document that is required to be laid before each annual General Meeting by clause 24.2, a copy of these documents will be sent to all persons entitled to receive notices of General Meetings together with the notice of meeting, as required by the Act.

24.4 Accounts Conclusive

Every set of accounts of the Executive Committee when audited and approved or received by a General Meeting at which it is presented will be conclusive except as regards any material error discovered in it within three (3) months next after its approval or adoption. Whenever any material error is discovered within that period the account will forthwith be corrected and then they will be conclusive.

24.5 Financial Year

The financial year of OWCA is the year ending on 31 December in each year and so that the first financial year shall commence on the day of this Constitution and the last financial year shall commence on 1 January immediately preceding the day of winding up or dissolution of OWCA in accordance with the Act.

24.6 Non-Profit

- (a) OWCA must not be carried on for the purposes of profit or gain to individual Members. No portion of the income and property of OWCA, however it is derived, may be paid or transferred to Members as dividends, bonuses or otherwise, except as bona fide remuneration or reimbursement or payment for services rendered, goods supplied or expenses incurred on behalf of OWCA as prescribed in clause 5.5.
- (b) Nothing in clause (a) affects the entitlement of an Executive Committee Member to reimbursement pursuant to clause 11.

25. Winding Up

25.1 Voluntary Winding Up

OWCA can only be wound up or dissolved voluntarily by OWCA pursuant to a Special Resolution of a General Meeting.



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25.2 Prohibition on Transfer

If upon the winding up or dissolution of OWCA, there remains after satisfaction of all its debts and liabilities any property whatsoever, that property must not be paid to or distributed amongst the Members but must be given or transferred to Wesley College.

26. Indemnity and Insurance

26.1 Indemnities

To the extent permitted by law:

- (a) OWCA indemnifies out of the property of OWCA every person who is or has been an officer of OWCA against liabilities, costs or expenses incurred by that person in defending any proceedings in which judgment is given in that person's favour, or in which the person is acquitted, or in connection with an application in relation to any proceedings in which the court grants relief to the person or which are withdrawn before judgment; and
- (b) OWCA indemnifies out of the property of OWCA every person who is or has been an officer of OWCA against any liability incurred by the person, as an officer of OWCA, to another person (other than OWCA or a related body corporate of OWCA) unless the liability arises out of conduct involving a lack of good faith; and
- (c) OWCA indemnifies out of the property of OWCA every person who has been an officer of OWCA against any liabilities, costs or expenses in connection with any administrative or legal proceedings relating to that person's position with OWCA except proceedings against the person in which judgment is not given in that person's favour or in which that person is not acquitted.

26.2 Insurance

To the extent permitted by law, OWCA may pay, or agree to pay, a premium in respect of a contract insuring a person who is or has been an officer of OWCA against a liability:

- (a) Incurred by the person in his or her capacity as an officer of OWCA or in the course of acting in connection with the affairs of OWCA or otherwise arising out of the officer's holding of such office, provided that the liability does not arise out of conduct involving a willful breach of duty in relation to OWCA; or
- (b) For costs and expenses incurred by that person in defending proceedings, whatever their outcome.

26.3 Interpretation

In clauses 26.1 and 26.2:

- (a) the term "*proceedings*" means any proceedings, whether civil or criminal, being proceedings in which it is alleged that the person has done or omitted to do some act, matter or thing in his or her capacity as such an officer or in the course of acting in connection with the affairs of OWCA or otherwise arising out of the officer's holding such office (including proceedings alleging that the officer was guilty of negligence, default, breach of trust or breach of duty in relation to OWCA); and



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(b) the term “*officer*” has the meaning of Executive Committee Member.

27. Alteration of the Constitution

27.1 Amendment

This Constitution may only be amended in accordance with the Act.

28. Regulations

Subject to the Act, OWCA in General Meeting may make, amend or repeal regulations consistent with this Constitution, for the internal management of OWCA.

DATED this 2019.

Approved by

.....
President / Co-Presidents OWCA

.....
Head of OWCA

.....
President Wesley College
.....
Principal Wesley College