

**The Old Melburnians  
ACN 004 199 580**

**Notice of Special Meeting**

A Special Meeting of The Old Melburnians will be held in The Morrow Room, Melbourne Grammar School, 355 St Kilda Road Melbourne on Monday 17 December 2018 at 5.00pm.

**Business**

1. Apologies
2. To consider, and if thought fit, to pass the resolution attached to this notice of meeting as a special resolution.

By order of the Directors,

Andrew Maughan  
President

23 November 2018

A Life Member, entitled to attend and vote, is entitled to appoint a proxy to attend and vote instead of the Life Member. A proxy must be a Life Member.

RSVP: Email [omrsvp@mgs.vic.edu.au](mailto:omrsvp@mgs.vic.edu.au) to advise of your attendance or apology to the meeting.

"Resolved as a special resolution that the constitution of the Society be altered by substituting the following new rule for rule 2: "

## 2 Membership

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### 2.1 General

- (a) The members are:
  - (1) the persons who are life members as at 12 November 2018;
  - (2) the School as from 1 January 2019, subject to it agreeing in writing to be bound by the provisions of this constitution from time to time in force; and
  - (3) any other persons the Councillors admit to life membership in accordance with this constitution.
- (b) Every applicant for membership of the Society must apply in the form and manner decided by the Councillors.
- (c) After receipt of an application for membership, the Councillors (or a delegate approved by the Councillors) must consider the application and decide whether to admit or reject the admission of the applicant. The Councillors need not give any reason for rejecting an application.
- (d) Each member has equal rights and privileges, including voting rights.

### 2.2 Membership fees

- (a) Membership fees, if any, for life members may be decided by the Councillors from time to time.
- (b) The membership fees for the School are to be decided by the Councillors in respect of each calendar year.
- (c) Different amounts may be imposed in respect of each member or class of members as decided by the Councillors.
- (d) If a membership fee is payable by a member, the Councillors must notify the member of the amount and time or times for payment of it or instalments of it.
- (e) Where a membership fee is not received:
  - (1) one month after the due date, the Councillors may issue a written reminder notice to the member; and
  - (2) one month after issue of the written reminder notice, the member's rights and privileges associated with that membership will be suspended.
- (f) If a member who was suspended under rule 2.2(e)(2) has not paid a membership fee within 2 months after issue of the

- (g) written reminder notice, the person ceases to be a member, unless the person is also a director, in which case the suspension under rule 2.2(e)(2) will continue.
- (h) A person who ceases to be a member for any reason is not entitled to a refund of all or any part of a membership fee paid by that member.
- (i) A person who ceases to be a member for any reason has no liability to the Society for any unpaid membership fees.

### **2.3 Death, resignation and other events**

A person immediately ceases to be a member if the person:

- (a) dies;
- (b) resigns as a member by giving written notice to the Society;
- (c) becomes of unsound mind or the person is, or their estate is, liable to be dealt with in any way under a law relating to mental health;
- (d) becomes bankrupt or insolvent or makes any arrangement or composition with his or her creditors;
- (e) is expelled under rule 2.4;
- (f) ceases to be a member under rule 2.2(f); or
- (g) becomes, if the Councillors so decide in their absolute discretion, an untraceable member because the person has ceased to reside at, attend or otherwise communicate with his or her address as notified to the Society by the member and recorded in the records of the Society, or because after reasonable enquiries, the Society does not have an address for the member. A person who has ceased to be a member under this paragraph may be re-admitted as a member if the person becomes traceable and the Councillors decide in their absolute discretion to re-admit the person.

### **2.4 Expulsion**

- (a) The Councillors may by resolution expel a member who is not a director from the Society if, in their absolute discretion, they decide it is not in the interests of the Society for the person to remain a member.
- (b) If the Councillors intend to consider a resolution under rule 2.4(a), at least one week before the meeting at which the resolution is to be considered, they must give the member written notice:
  - (1) stating the date, place and time of the meeting;
  - (2) setting out the intended resolution and the grounds on which it is based; and

- (3) informing the member that he or she may attend the meeting and may give an oral or written explanation or submission before the resolution is put to the vote.
- (c) The Society may by resolution expel a member if a general meeting of the members so resolves by a majority of two-thirds of those present and voting for the member to be expelled. The vote must be taken by ballot.
- (d) If a meeting is called to consider a resolution under rule 2.4(c), at least one week before the meeting at which the resolution is to be considered, the Society must give the member a specific written notice:
  - (1) stating the date, place and time of the meeting;
  - (2) setting out the intended resolution and the grounds on which it is based; and
  - (3) informing the member that he or she may attend the meeting and may give an oral or written explanation or submission before the resolution is put to the vote.
- (e) A member expelled from the Society does not have any claim on the Society, its funds or property

## **2.5 Liability of members**

- (a) The liability of the members is limited to the amount of the guarantee given in this rule 2.5.
- (b) Every member must contribute an amount of not more than \$10 to the property of the Society if it is wound up while the person is a member or within one year after the person ceases to be a member, for:
  - (1) payment of the Society's debts and liabilities contracted before the time he or she ceased to be a member; and
  - (2) costs, charges and expenses of winding up.

## **Explanatory Note**

For many years the Old Melburnians Society has been considering different ways of more efficiently and effectively managing the process for application and payment of life membership subscriptions to the Society. The proposed special resolution makes the School a special member of the Society as from 1 January 2019, provided it agrees to be admitted as a member. It is envisaged the School will pay an annual non-refundable membership fee, with students who have entered the School after a specified date to be decided, say, 1 January 2019, not to pay any life membership fees to the Society if they are eventually admitted as life members of it. The resolution also expands the current circumstances in which a person ceases to be a Member e.g., if the Councillors decide the person is untraceable.

The Old Melburnians Council voted unanimously in favour of placing the resolution before Members for adoption.

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**Proxy Form – Special Meeting**

I, ....., being a Life Member of The Old Melburnians, appoint  
....., also a Life Member of The Old Melburnians, or  
failing him or her, the Chairman of the Meeting, to vote on my behalf at the Special  
Meeting to be held at 5.00pm on Monday 17 December 2018 or at any adjournment  
thereof.

**Directions to Proxy**

That the Constitution of the Society be  
altered as set out in the Notice of  
Meeting

<b>For</b>	<b>Against</b>	<b>Abstain</b>
<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

If no box is marked, the proxy may vote as he or she thinks fit.

Signed

.....

Life Member

Date ...../...../2018