



THE MENTONIANS

CONTINUING THE ASSOCIATION

THE MENTONIANS ASSOCIATION

CONSTITUTION

APPROVED – 23 JULY 2025



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1. ORGANISATION NAME & STRUCTURE

a. Name

The name of the organisation is The Mentonians Association Incorporated (**'TMA'** or **'The Association'**).

b. Governance Framework

TMA is an incorporated association under the *Associations Incorporation Reform Act 2012* (Vic) (**AIR Act**) and is not a registered charity.

c. Non-Profit Clause

The Association's assets and income shall be used solely to further the purposes outlined in Section 2. No portion shall be distributed to Members, directly or indirectly, except where a Member in good faith with prior Committee approval is paid a fair and reasonable amount for:

- expenses properly incurred on behalf of the Association;
- goods or services supplied to the Association;
- interest on money lent to the Association; or
- rent for premises let to the Association.

d. Affiliated Clubs

The following organisations are deemed Affiliated Clubs:

- Old Mentonians' Basketball Club (OMBC)
- Old Mentonians' Cricket Club (OMCC)
- Old Mentonians Football Club (trading as Mentone Panthers Football Club)
- Mentone Hockey Club
- Mentone Soccer Club

Development of any future Affiliated Clubs must be approved by the Committee and Mentone Grammar School (**School**). All TMA Members are entitled to apply for Affiliated Club membership, subject to the respective rules and conditions of each Affiliated Club.

e. Interpretation

Words or expressions in this Constitution shall be interpreted according to the *Interpretation of Legislation Act 1984* (Vic) and the AIR Act.

- In the event of a question or dispute arising over the interpretation or effect of the Rules outlined in this Constitution, the Committee (in consultation with the School) can interpret the Rules to resolve the question or dispute.
- If a question or dispute is not provided for by the Rules in this Constitution, the Committee (in consultation with the School) can act as it deems fit in the best interests of the Association and the School.

2. PURPOSE

The purpose of TMA, working through the Committee, is to support the School by fostering lifelong connections with its alumni (**Mentonians**), including through initiatives that engage and support alumni beyond their school years, and to undertake activities that advance the School's mission through meaningful alumni engagement. Key activities include:

- Supporting the School to deliver a range of alumni engagement events and activities.
- Supporting and promoting Affiliated Clubs including the management of any TMA sponsorships and oversight of any governance requirements.
- Managing the relationship with the School, under the direction of the School's Alumni & Development Manager to deliver services to the School and alumni.
- Managing TMA awards and prizes.

- Supporting and promoting the interests and educational goals of the School.
- Supporting and promoting the philanthropic efforts of the School (where possible).
- Managing the governance and compliance requirements of an incorporated association.

3. MEMBERSHIP

a. Membership Groups

The Association must have at least **5 Life Members**. The membership of the Association shall comprise the following groups:

- **Life Members**

TMA Life membership can be conferred in three ways:

- All former students of Mentone Grammar who have completed at least **6 years** of schooling to a minimum of **Year 9** shall be eligible to become a Life Member of the Association.
- All former students of Mentone Grammar who have completed at least **4 years** of schooling to a minimum of **Year 10** shall be eligible to become a Life Member of the Association.
- All former students of Mentone Grammar who have completed at least **2 years** of schooling including completion of **Year 12** shall be eligible to become a Life Member of the Association.
- Alumni are defined according to 'peer year' which is the calendar year in which a student graduates or would have graduated from Year 12 (e.g. Class of 2030).
- Membership exclusions may apply for expelled students.

- **Honorary Members**

The Committee awards the title of Honorary Mentonian to any non-member who has provided outstanding service to the Association and/or an Affiliated Club, and/or who has completed at least **10 years** of continuous service at the School (including approved leave as determined by the School). Honorary members do not have voting rights.

- **Life Patrons**

Individuals who are elected by the Committee in recognition of outstanding service to the Association and/or its Affiliated Clubs over at least **15 years**. This may be awarded to Life Members, Honorary Members, current and past staff and/or members of the broader community. Life Patrons (who are not also Life Members) do not have voting rights.

b. Membership Nominations

Life Members

Life Members are admitted as Members upon becoming eligible and consenting to becoming a Member of the Association.

Honorary Members and Life Patrons

The Committee may receive nominations for Honorary Members and/or Life Patrons. Nominations should be submitted by the designated due date outlining the nominee's service to the Association, its Affiliated Clubs, and/or the School. Acceptance of nominations requires a two-thirds majority vote of Members present at a Committee meeting and is at the Committee's discretion. The Committee need not provide reasons for refusing to admit a person as Member. Successful nominees become Members when added to the register of Members.

Recognition of membership may also be conferred at a public occasion as deemed appropriate by the Committee and the School.

c. Subscriptions & Fees

- No fee payment is required from Life Members, Honorary Members or Life Patrons on the conferring of their membership to TMA.

d. Membership Privileges & Responsibilities

Members are entitled to the following privileges for life and are bound by the Rules of the Constitution unless they cease to be Members:

- All Members shall be invited to attend relevant reunions, alumni events, and engagement activities.
- All Members shall be invited to attend all General Meetings (only Life Members can vote). Non-members cannot attend the AGM, unless at the invitation of the Committee but they cannot vote.
- Only Life Members can nominate for a position on the Association Committee.
- Only Life Members can be awarded a Young Mentonian of the Year Award and/or the Tony Drinan Medal.
- Only Life Members can be awarded a Mentonians Foundation Award (administered and funded by the Mentone Grammar School Foundation Board).
- A person's membership rights and privileges apply only whilst the person is a Member and are personal and may not be transferred or transmitted.

e. Register of Members

- The Association must maintain a register of Members in accordance with the AIR Act.
- Members outside of the Committee may not inspect Association documentation except as specified by law or via authorisation from the Committee Executive.

4. GENERAL MEETINGS

a. Annual General Meeting (AGM)

The Association will hold an AGM at least once every year (within five (5) months of the end of Financial Year). The requirements for convening an AGM may otherwise be set out in the AIR Act. All other meetings (excluding Committee meetings) will be called Extraordinary General Meetings. The business of the AGM will be as follows:

- Review the balance sheet, financial statements, and Executive Committee report/s for the preceding financial year.
- Elect Committee Members.
- Address any other business notified to the Secretary at least **7 days** before the AGM.

Any other business at a General Meeting is considered special.

b. Proceedings at General Meetings

- General Meeting notifications must be made public at least **21 days** before the meeting specifying the meeting's place, date, time and format (non-receipt or accidental omission to give such notice does not invalidate resolutions passed at the meeting).
- Members may appoint a proxy to vote on their behalf by submitting the designated TMA proxy form to the Secretary **prior to the commencement of the meeting**.
- Other Members (i.e. Honorary Members and Life Patrons) may attend but cannot vote. Non-members may attend the AGM if invited by the Committee but are not able to vote.
- A quorum of **15 Life Members** must be present within 30 minutes of the AGM start time for the meeting to proceed.
- If a quorum is not met within 30 minutes, the meeting will be rescheduled within **21 days**, with Members notified at least **5 days** in advance.
- The Secretary will record attendance and take minutes at the meeting.
- The President will chair the meeting, or in their absence, the Vice President or another Committee Executive Member. If no Executive Member is available within **10 minutes**, attendees will select a Chair.

- Decisions will be made by a show of hands unless a written vote is requested, in which case the School's Alumni & Development Manager (or delegate) will collect votes.
- The Chair has both a casting vote and a deliberative vote.
- The Chair will declare the outcome of motions that will be recorded in the minutes as final.
- The Chair may, with the consent of any general meeting at which a quorum is present, and must, if so directed by the meeting, adjourn the meeting to some other time or place. The adjourned meeting may only transact unfinished business from the original meeting.
- If a meeting is adjourned more than 30 days or more, notice of the adjourned meeting must be given as required for the original meeting. It is not otherwise necessary to give any notice of an adjournment or of the business to be transacted at an adjourned meeting.

c. Extraordinary General Meetings

All Extraordinary meetings shall be run as per any General Meeting outlined in Section 4b, with the following amendments:

- The Committee can call an Extraordinary General Meeting if needed or if at least **20 Life Members** request it in writing, specifying the business.
- The meeting must be scheduled within **30 days** of receiving the request, with Members notified at least **7 days** in advance.
- If a quorum of **15 Life Members** is not present within 30 minutes of the start time, the meeting will be dissolved with no further action required.

5. COMMITTEE

a. Structure

The business and affairs of the Association will be managed by a Committee, consisting of **4 Executive** and up to **10 General** Members:

- President (Executive)
- Vice President (Executive)
- Secretary (Executive)
- Treasurer (Executive)
- A **minimum of 5** and **maximum of 10** General Members each of whom must be a **Life Member**.
- *Ex-officio Members*: may include the School's Alumni & Development Manager, the Principal or their appointed School representative, or an Affiliated Club representative (see Note 1).

Other Committee positions appointed from General Members will support the management of key portfolio areas under the direction of the Committee Executive and the Alumni & Development Manager in line with the School's alumni engagement priorities. This includes but is not limited to the following roles (these positions may change on an annual basis or may not be filled every year):

- Events
- Social Media
- Sponsorship
- Awards
- Clubs

NOTE 1: If there is no Affiliated Club representation on the Committee, the Committee may invite up to **5 additional persons** - one from each of the Affiliated Clubs - to attend all or some Committee meetings on an *ex-officio* basis which entitles the Affiliated Club representative to speak on behalf of their Affiliated Club and be heard, but they are not entitled to vote on Committee matters.

NOTE 2: The Committee can function with **2 Executive** and **3 General** Members, but efforts must be made to recruit additional Members promptly. If numbers fall below this, the Committee may only:

- act in the case of emergencies;
- appoint persons to fill casual vacancies; or
- convene a General Meeting.

b. Term Limits of Committee Members

- All Executive Committee positions are for **2 years** but no one Member may serve more than **10 years** in one Executive position (unless the exemption below is applied). Members may nominate for an alternative Executive Committee position and the same term limits will apply.
- All General Committee Member positions are for 1 year.
- General Members may not serve for more than **15 years** continuously or in aggregate (unless the exemption below is applied).
- **Exemption:** an exemption may be applied to Executive and General Member positions to enable members to remain on the Committee and/or in an Executive position. The exemption must be unanimously agreed by all sitting Committee Members with a private ballot facilitated by the Alumni & Development Manager. Such exemptions are valid for **2 years** and must be reviewed and re-approved at the end of the two-year period.

c. Election of Committee Members

Nominations for Committee positions must adhere to the following process:

- The AGM notice must be publicised at least **21 days** in advance.
- All relevant Committee positions are declared vacant at the AGM and open to any **Life Member**, subject to term limits in Section 5b.
- Nominations must be in writing, signed by two Association Members and the candidate.
- Nominations must be submitted to the Secretary **prior to the commencement of the AGM**; late applications will not be accepted (except for Casual Vacancies in Section 5d).
- Only **Life Members** can be appointed to the Committee, but all Members (including Honorary Members and Life Patrons) can nominate candidates.
- If nominations do not exceed vacancies, nominees are elected by default.
- If nominations exceed vacancies, a ballot will be held at the AGM as directed by the Chair, with results declared as final by the Chair.

d. Casual Vacancies

A casual vacancy on the Committee occurs if:

- insufficient nominations are received at an AGM; or
- an elected Member:
 - dies;
 - is removed or ceases to be a Member of the Association (under Section 7); or
 - fails to attend at least 50% of meetings in a year without prior Committee knowledge and/or approval.
- The Committee may appoint an eligible Life Member to fill a casual vacancy, serving until the next AGM, when they can seek formal election.

6. POWERS AND DUTIES OF THE COMMITTEE

a. Committee Powers

The Committee exercises all powers and functions except those reserved for a General Meeting.

- The Committee may authorise the Treasurer, Executive Member or School delegate to pay accounts, with records presented at the next meeting.

- The Treasurer shall present a yearly report, balance sheet and statement of account for the Financial Year at each AGM.
- The Committee manages TMA funds and can make all necessary arrangements to carry out the purposes of the Association.
- The Committee may form working groups for special projects, chaired by a Committee Member, with participation from volunteer Life Members and/or other members of the Mentone Grammar community (e.g. current parents) in consultation with the School.
- The Committee will ensure all Association files are stored on the School's secure server.
- Expenditures up to \$2,000 can be approved by two Executive Members; amounts over \$2,000 require a majority vote by Committee Members for approval.

b. Committee Meetings

The Committee shall meet as frequently as required (as defined by the Committee Executive in consultation with the Alumni & Development Manager) but not less than 6 times per year in accordance with the School calendar (dates may be subject to change).

- Committee Meetings are generally held once a month and may be held in person and/or technology enabled.
- A Committee Member may request an additional meeting which can be scheduled by the President in consultation with the Alumni & Development Manager.
- All Committee Members are invited to attend all Committee meetings held during the year and to actively participate in discussions.
- A quorum for Committee Meetings shall be **2 Executive** Members and **4 General** Members present either in person or virtually. If a quorum is not met, the meeting may be cancelled or postponed to a date or time determined by the Executive.
- Meetings shall be chaired by the President, or in the President's absence by the Vice President, or by another Member of the Executive.
- Decisions of the meeting are made by a resolution approved by a majority of (quorum) Members present. The Executive Member presiding at a meeting has a casting vote as well as a deliberative vote.

c. President/Vice President Responsibilities

The President/Vice President will undertake the following responsibilities:

- Under normal circumstances, convene all Committee or General Meetings and ensure all Committee Members have a fair and reasonable opportunity to be heard.
- Present a President's report at all Committee meetings and ensure all meeting standards are met including the appropriate conduct of all Committee Members.
- Be a signatory on the Association bank accounts.
- Represent the Association at a range of School activities or request an appropriate delegate from the Committee to attend on their behalf.
- Determine activities of the Association on an annual basis in line with the School's alumni engagement priorities and in consultation with the Committee.
- Liaise with the School on all relevant matters.
- Ensure Association files are stored on the School's secure server.
- From time-to-time complete tasks as required of the President to comply with all legislated requirements regarding the incorporation of the Association.

d. Secretary Responsibilities

The Secretary will undertake the following responsibilities:

- Keep minutes of all meetings, and these must be approved by the President, and/or presiding Executive Member of the meeting and the Alumni & Development Manager prior to circulation.
- Circulate all minutes at least **5 days** prior to the next Committee meeting.

- Ensure all notifications, forms and relevant documentation is available to all Members at least **21 days** prior to the AGM, and ensure all required documentation is available at each AGM.
- Ensure Association files are stored on the School's secure server.
- From time-to-time complete tasks as required of the Secretary to comply with all legislated requirements regarding the incorporation of the Association.

e. Treasurer Responsibilities

The Treasurer will undertake the following responsibilities:

- Be a signatory on the Association bank accounts.
- Collect and receive all monies due to the Association and make all payments authorised by the Association.
- Keep correct accounts and books showing the financial affairs of the Association with full details of all receipts and expenditure connected with the activities of the Association.
- At each Committee meeting provide a report as to the finances of the Association and copies of most recent statements setting out details of monies held on behalf of the Association in any bank or other financial institution or other body.
- On behalf of the Committee, present a yearly report, balance sheet and statement of account for the preceding Financial Year at the AGM.
- Organise an annual audit of TMA accounts by an independent accountant if required under the AIR Act.
- Ensure Association files are stored on the School's secure server.
- From time to time complete tasks as required of the Treasurer to comply with all legislated requirements regarding the incorporation of the Association.

f. Resignation of a Committee Member

A Committee Member may resign as Committee Member by written notice to the Association. The resignation takes effect when the Association receives the Committee Member's notice or on a later date specified in the notice.

g. Removal of a Committee Member

The Association in a General Meeting may by resolution remove any Member of the Committee from the office of the Committee before the expiration of the Member's term of office and may by resolution appoint another person to hold office until the expiration of the term of the office of the person so removed.

A Committee Member automatically ceases as a Committee Member if the Committee Member:

- dies or is physically incapable of fulfilling their duties as a Committee Member;
- was a Member upon election, but ceases to be a Member;
- becomes disqualified from being a Committee Member pursuant to the AIR Act;
- becomes bankrupt or makes any arrangement or composition with personal creditors generally; or
- no longer has capacity to give informed consent under laws which provide for the decision-making capacity of an individual.

7. RESIGNATION, CEASING MEMBERSHIP, DISCIPLINARY ACTION & GRIEVANCE PROCEDURES

No Member resigning or ceasing through any other cause to be a Member of the Association, shall be entitled to have any claim upon any portion of the property or assets of the Association.

a. Resignation

A Member may resign from the Association at any time via written notice to the Secretary specifying the date the resignation is to take effect. In the event that such a date is not specified, the date of resignation is to be taken as **7 days** from the date of the notice.

b. Ceasing to be a Member

A person automatically ceases to be a Member if the person:

- has a debt to the Association which remains unpaid for one year or more;
- dies;
- becomes bankrupt, or makes any arrangement or composition with the Member's creditors generally; or
- no longer has capacity to give informed consent as defined under laws which provide for the decision-making capacity of an individual.

c. Disciplinary Action

If the Committee is of the opinion that a Member is in breach of this Constitution, refuses to support the purposes of the Association, has been guilty of conduct which is unbecoming a Member and/or is prejudicial to the interests of the Association, or has a debt to the Association which remains unpaid for one year or more, the Committee may, by resolution, take disciplinary action against a Member from the Association by the following means:

- Improper conduct of an Association Member can be sent in writing to a Member of the Committee who can raise the issue at the next designated Committee meeting. The Committee must address the issue within **30 days** of notification.
- If the majority of the Committee at the meeting (must be a quorum) agree that disciplinary action should be taken against a Member, the Committee must then serve the Member in question, a notice of action within **14 days** of the meeting with the following information:
 - a detailed account of the reason for the disciplinary action;
 - an outline of the appeal process and timelines; and
 - the date of the next designated Committee meeting when an appeal could be heard.
- The Member in question will have **14 days** from the date the notice is served to appeal the decision as per Section 7d below.
- Where the Member exercises the right of appeal, the resolution will not take effect until such time that the appeal has been heard, and a final decision made.
- If no appeal is made, the Committee's decision will take effect from the end of the appeal period.

d. Disciplinary Action Appeals Process

A Member can appeal disciplinary action in the following ways:

- Address the Committee in person at the next designated Committee meeting (as communicated in the original notice);
- Send a written statement seeking the revocation of the resolution at least **2 days** prior to the next designated Committee meeting (as communicated in the original notice); or
- Within the appeal period, lodge with the Secretary the Member's intention to appeal the resolution to the Association in a General Meeting.

If a General Meeting is requested, the Committee must undertake the following process:

- Convene an Extraordinary General Meeting of the Association no less than **7 days** and no more than 28 days from the date of the request.
- The President or Executive delegate shall Chair the meeting.
- No business other than the question of the appeal shall be transacted.
- The Committee may present details of the expulsion/suspension and grounds for the resolution.
- The Member shall be given an opportunity to be heard.
- Members present shall vote by secret ballot to the Alumni & Development Manager (or delegate).

- If two-thirds of the Members present or by proxy (must be a quorum of 15 Life Members) vote in favour of the resolution, the resolution is confirmed; and in any other case, the resolution is revoked with no further action taken.

e. Grievances

In the event that there is a grievance or dispute under this Constitution between the Committee and a Member/s of the Association or between Association Members, the following procedure shall apply:

- The aggrieved Member/s can request in writing to the Secretary to attend the next designated (as practical) meeting of the Committee in order that the grievance may be resolved.
- The Committee shall give the aggrieved Member/s the opportunity to be heard at the agreed meeting and give due consideration to any written statement submitted by the Member/s.
- The Committee shall do all things possible within the Constitution to resolve the grievance.
- In the event that the grievance cannot be resolved, the parties must appoint a mediator, and attempt to settle the dispute by mediation.
- The mediator must be:
 - a person chosen by agreement between the parties; or
 - in the absence of agreement:
 - if the dispute is between two Members, the mediator can be appointed by the Committee; or
 - if the dispute is between a Member and a Committee Member/the Committee, a person registered as a mediator accredited under the National Mediator Accreditation System developed by the Mediator Standards Board ABN 11 145 829 812.
- In the event the dispute is between two Members, the Committee may appoint any person as mediator, subject to that person not having a personal interest in the dispute or being biased in favour of or against any party.
- If the grievance cannot be resolved, the Committee and/or the Member/s concerned can request that an Extraordinary General Meeting be held. In such instances, the meeting would follow the process outlined in Section 4c above.

8. ASSOCIATION AWARDS

The Committee may, at its discretion and in the name of the Association, present awards to acknowledge outstanding achievement by a Member or Members of the Association. The terms and conditions of such Awards may be agreed and/or reviewed by the Committee and the School from time to time.

9. DISSOLVING THE ASSOCIATION

The Association can only be dissolved at a General Meeting by the passing of a Special Resolution. Following dissolution and the satisfaction of all Association debts and liabilities. Subject to the School being an eligible recipient of surplus assets under this Constitution, the School is to be nominated as the recipient on a dissolution.

Prior to any dissolution, the Association must:

- obtain the School's consent to dissolve the Association;
- circulate a notice of the proposed dissolution to all Members; and
- hold a general meeting to discuss the notice of dissolution not less than **21 days** after the circulation of that notice presided over by the Association President (or a member of the School Executive if the role of President is in dispute).

10.SOURCE OF FUNDS

The funds of the Association may be derived from donations, goods or services, fundraising activities, grants, interest and any other sources approved by the Committee. Any fundraising activities, donations, or solicitation of funds from Members must receive prior approval from the School.

11.FINANCIAL ACCOUNTS

‘Financial Year’ means the period of 12 calendar months from 1 July to 30 June.

- TMA financial records must be audited at the end of each Financial Year by an independent accountant if required under the AIR Act with a copy provided to the School.
- TMA financial records must be made available to the School to be reviewed as requested by the School’s Head of Finance & Business Performance (or delegate).
- The Committee has financial delegation and control of TMA bank account(s) for financial transactions relating to activities of the Association.
- At least two Members of TMA Executive (including the Treasurer) must be signatories on the TMA bank account(s).
- The School’s Alumni & Development Manager may be a signatory on TMA bank account(s) to support the Committee with the completion of financial transactions.

12.RECORDS

Members have such access, inspection and other rights in relation to TMA records as permitted under the AIR Act.

13.CONFLICT OF INTEREST

At any meeting of the Association or any meeting of the Committee at which a vote or poll of Members will be held, all Members shall declare any conflict of interest, either real or perceived, and shall refrain from voting on any matters to which that conflict pertains.

14.AMENDMENTS TO THE CONSTITUTION

This Constitution, or part thereof, may only be amended in accordance with the AIR Act, being amendments passed by a special resolution of Members present at any General Meeting of the Association. The Association will consult with the School before making any changes to the Constitution. If the School raises no formal objections within 30 days, the Association may proceed to seek approval for the amendments by special resolution at a General Meeting.