



DIVINE WORD UNIVERSITY ALUMNI ASSOCIATION INC.

CONSTITUTION

This Constitution is constituted and accepted by the Divine Word University Alumni Association Inc. of the Divine Word University to facilitate all alumni activities and to make provision for the administration of the Association.

PART 1 ESTABLISHMENT

- 1.1 The organisation shall be known as the Divine Word University Alumni Association Inc.

PART 2 DEFINITIONS

- 2.1 This constitution, unless the context otherwise permits:

'Act' means the Divine Word University Act as amended;

'Affiliated Organisation' means an institution or organisation, which has common interests with the Divine Word University Alumni Association Inc.;

Alumni' is plural of **'Alumnus'** both used irrespective of gender;

'Alumni Associate' means a person designated as such by the Executive Committee;

'Association' means the Divine Word University Alumni Association Inc.;

'Chairperson' means the person holding the position of the Alumni association Chair;

'Chapter' means a branch or an affiliated organisation of the Divine Word University Alumni Association Inc.;

'Deputy Chairperson' means a person designated to deputise the Chairperson of the association;

'Executive Committee' means the Executive Committee of the Association;

'Member' means a person who belongs to the Association, its chapters or affiliated organisations;

'Member of the University' means a legally recognised member of the student body, the convocation and the staff of the Divine Word University.

'University' means the Divine Word University.

PART 3 OBJECTIVES

3.1 The Objectives of the Association are:

- (a) to foster the participation and interests of its members in the activities of the Association (advisory, business, professional, social or otherwise);
- (b) to establish mutually beneficial relations between its members and the members of the University;
- (c) to promote the interests of the University;
- (d) to represent the opinion of its members to the University, to the University Council and the Community;
- (e) to assist the University financially by such means as the association considers appropriate;
- (f) that the Association will apply its profits (if any) or other income in promoting its objectives;

- (g) it will prohibit the payment of any dividend or payment in the nature of a dividend to its members; or
- (h) that the members of the Association have preferential entry to courses in consultation with the University provided they meet the appropriate entry criteria.

PART 4 POWERS, FUNDS AND PROPERTY OF THE ASSOCIATION

4.1 In support of the above Objectives, the Association shall have the power:

- (a) to become a member of any other association or organisation, whether incorporated or not, whose Objectives are similar to those of the Association;
- (b) to manage the funds of the Association provided that such funds shall be used in accordance with this Constitution and its Objectives;
- (c) to appoint, employ, engage, dismiss, remove or suspend employees such as managers, clerks, secretaries, contractors and other persons as considered necessary for the purposes of the Association;
- (d) to invest and deal with the funds and property of the Association as may be mutually agreed between the Association and its members;
- (e) to sell or dispose of any part of the property of the Association;
- (f) to raise funds, accept gifts or property for the purposes of the Association;
- (g) to seek annual contributions from members, Alumni Associates and others;
- (h) to co-ordinate written appeals and facilitate public meetings when required for the purposes of procuring donations for the Association and/or its members; or
- (i) to provide services and/or initiatives that are conducive to the attainment of the objectives of the Association.

4.2 The funds and property of the Association shall be used solely towards promoting the objectives of the association and no portion shall be used anywhere or by way of dividend to the members.

- 4.3
- (a) to maintain appropriate accounts and records of funds received and expended and other assets and liabilities of the Association.
 - (b) the accounts of the Association shall be examined, and the correctness of the financial statements are ascertained and certified by an external auditor every financial year and approved.

- (c) each financial year of the Association shall commence and end on the same dates of each calendar year, or as determined by the Executive Committee.
- 4.4
- (a) the Association may be dissolved by a resolution passed by a majority of no less than two-thirds of the members present and voting thereon at an Annual General Meeting of the Association of which no less than thirty (30) days' notice (including notice of the proposed dissolution) has been given by a majority of no less than two-thirds of the members responding in a postal ballot conducted.
 - (b) if upon the dissolution of the Association there remains, after satisfaction of all its liabilities, any funds or property whatsoever it shall be transferred to the Divine Word University.
- 4.5 The Association's Auditor shall be sourced externally by the Executive.

PART 5 MEMBERSHIP

5.1 There shall be six (6) categories of members within the Association:

- (a) Student Members
- (b) Graduate Members (non-financial member);
- (c) Financial Members;
- (d) Associate Members;
- (e) Honorary Members; and
- (f) Life Members.

5.2 Definition of Memberships

- (a) Student Membership - Students enrolled at Divine Word University and/or affiliated institutions.
- (b) Graduate Members (non-financial) – yet to pay annual financial membership.
- (c) Financial Members – Paid annual membership.

5.3 Associate Membership shall be available to:

- (a) spouses of an Alumnus; or
- (b) graduates of other affiliated and non-affiliated institutions as determined by the Annual General Meeting.

5.4 Honorary membership shall be available to:

- (a) Officio of the University;
- (b) foundation Professors; and past and current members of the University Council; or
- (c) an individual of exemplary standing within the community whose values align with the Associations.

5.5 Life Members:

The Executive Committee may award Life Membership to any Member whom, in the opinion of the Executive Committee, has provided distinguished service to the Association in achieving its Objectives.

5.6 Application for Membership:

- (a) A person referred to under paragraphs (5.1 b-c), (5.2), (5.3 a-b) of this section may become a Member upon payment of prescribed membership fee.
- (b) The Executive Committee shall determine the membership fee payable by any of the members categories referred to in this section from time to time.

5.7 Cessation of Membership

Any member may withdraw his or her membership in writing to the Secretary to that effect. The Secretary will notify the Executive of the cessation.

5.8 Appointment of Patron

A nominated Patron may be appointed by an Annual General Meeting to represent the Association at the highest level; a reputable person of public prominence and of high status whose public image will assist to achieve the objectives of the Association.

5.9 Denial/Suspension/Termination of Membership

The Executive Committee reserves the right to deny, postpone, suspend, or terminate membership if:

- (a) the member is not defined in any of the membership categories; or
- (b) an individual's actions – member or otherwise – violate the Constitution of DWU PNGAA.

PART 6 EXECUTIVE COMMITTEE

- 6.1 An Executive Committee of the Association shall be formed to run the affairs of the Association.
- 6.2 Subject to the resolutions of the Annual General Meeting, the Executive Committee shall be responsible for:
 - (a) Managing the affairs of the Association including its general and financial administration and in so doing shall maintain proper records in accordance with the accepted accounting practices; and
 - (b) Performing such other responsibilities that are necessary in achieving the Objectives of the Association.
- 6.3 The Executive Committee shall be elected through an Annual General Meeting and will consist of:
 - (a) a Chairperson
 - (b) a Deputy Chairperson
 - (c) Treasurer/Deputy Treasurer
 - (d) Secretary/Deputy Secretary
 - (e) One representative from each of the Chapters
- 6.4 Members of the Executive Committee shall hold office for a term of two (2) years but where a vacancy exists (see 6.5) an interim appointment may be made by the Executive Committee to the vacant position for the balance of the member's term. Members of the Executive Committee may be re-elected for another term at the Annual General Meeting and can be in that particular position for two terms only.

6.5 A vacancy may exist in the Executive Committee by reason of:

- (a) resignation effected by written notice to the Chairperson and in the absence of the Chairperson to the Deputy Chairperson; or
- (b) death or illness that affect the executive members participation in the work of the Executive Committee; or
- (c) a member may be removed by the Annual General Meeting for any reasons by at least one third of the members voting in support of a removal motion; or
- (d) failure to renew membership within the first two months of each calendar year.

6.6 The Executive Committee shall meet at least once every three (3) months in a calendar year and may have such other number of meetings as it considers necessary.

6.7 The Chairperson (or in the absence the Deputy Chairperson) shall preside at meetings of the Executive Committee, however in the absence of both the chairperson and deputy chairperson the remaining committee members shall elect among the members present an interim Chairperson to run that particular meeting.

6.8 Two-Thirds ($\frac{2}{3}$) of the Executive Committee present shall form the quorum of the Executive meeting. Proxies not to be taken into consideration.

6.9 The Executive Committee may establish and dissolve sub-committees and ad hoc committees as it considers necessary.

6.10 The Executive Committee may define processes and procedures in accordance with this Constitution for:-

- (a) the management of day-to-day affairs of the Association;
- (b) financial procedures to be followed by the Association;
- (c) procedures for membership of the Association
- (d) such other matters, as the Executive Committee in its opinion considers necessary for the achievement of the Objectives of the Association.

- 6.11 The quorum of each sub-committee established by the Executive Committee shall be as determined by the Executive Committee on the establishment of sub-committee.
- 6.12 The Chairperson, Deputy Chairperson, Treasurer or the Secretary of the Committee shall have the power to call an extraordinary meeting of the Committee. The Chairperson of the Association shall take the chair at all Executive Committee meetings.
- 6.13 The Chairperson at all Executive Committee meetings shall have the casting vote in addition to a deliberative vote.
- 6.14 (a) all notices of Executive Committee meetings shall be in writing and posted/mailed to members of the Committee at least seven (7) days before the date of such meetings; and
- (b) the accidental omission to give any member or the non receipt by any member of any notice required by this Constitution, shall not invalidate or affect any proceedings at such meeting.

PART 7 ELECTIONS

- 7.1 An election of the Executive Committee shall be conducted in accordance with clause 6.3 (a-e) of the Constitution. The election process shall be conducted by voting in person or absentia via electronic (as approved by the Executive) means at the Annual General Meeting at which the poll is declared. Eligible voters who are unable to vote in person should indicate their intention to vote by electronic means by such times as may be determined by the Executive Committee. Postal Ballots are only allowed for this specific instance and none other.
- 7.2 The term of Office of the Executive Committee elected in accordance with clause 6.3 shall commence immediately following the Annual General Meeting at which the poll is declared.
- 7.3 Financial members as indicated in clause 5.1 (c) of the Constitution are eligible to contest any Executive Committee position as indicated in clause 6.3 (a-e) of the Constitution.
- 7.4 Every candidate for election to office within the association shall be nominated in writing within 7 days after the date of announcement. Every nomination shall be signed by the candidate and by the nominee and seconder, all of whom must be

financial members. Nominations shall be lodged with the Returning Officer determined by the Executive Committee.

7.5 Nomination Criteria

- a) Graduate of the Divine Word University at all campuses; and
- b) Financial Member for more than one (1) year.

- 7.6 The election of Executive Committee Members required to be elected shall be conducted by a ballot through ballot paper or electronic means sent or collected at the request of the voter.
- 7.7 On request a ballot paper shall be supplied to a Member either by letter or electronically accompanied by a notice specifying the date and the address and the procedure by which the ballot paper may be returned to be effective in casting a vote within a timeframe determined by the Executive Committee.
- 7.8 The ballot paper shall list the full name of each candidate in the order determined by a draw conducted by the Returning Officer in front of two (2) witnesses, and voting shall be optional preferential.
- 7.9 To be effective a ballot paper shall be received by the Returning Officer either electronically or within an envelope identified on the outside in a manner required by the Returning Officer.
- 7.10 The envelopes or electronic votes identified in the manner required shall all be opened and votes contained therein counted in the presence of scrutinizers appointed by the Returning Officer.
- 7.11 Eligible voters prior to casting their votes in person or electronically will collect voting papers from the Returning Officer immediately before the election is conducted. The eligible voters will cast their votes at the place, time and by the process, which is determined by the Returning Officer.
- 7.12 The Returning Officer shall declare the poll immediately after counting of votes.
- 7.13 Notwithstanding any of the foregoing clauses, no-receipt by any member of a ballot paper or irregularities occurring in the conduct of the ballot papers shall not invalidate an election unless in the opinion of the Returning Officer such irregularities would have affected the outcome of the ballot.

PART 8 GENERAL MEETINGS

- 8.1 A General Meeting shall be held once a year on a date to be determined by the Executive Committee.
- 8.2 Special and Emergency Meetings of the Association may be held at any time as is determined by the Executive Committee. Notice to be given to members 48hrs in advance.
- 8.3 All Members (financial and non-financial) are eligible to attend any General, Special or Emergency Meetings of the Association.
- 8.4 A General Meeting shall deliberate and decide on any matters concerning the association including: -
- (a) determination of policy;
 - (b) receipt of and discussion on annual reports and other matters of the Association as presented by the Executive Committee and other Committees of the association;
 - (c) receipt of and deliberation on any financial reports of the Association; and
 - (d) Should there be a special resolution to be passed and voted on, only Financial Members will be eligible to vote.
 - (e) Election of executives
- 8.5 Upon the written request by two thirds ($\frac{2}{3}$) of financial members of the association made to the Chairperson; a Special Meeting of the Association shall be convened within fourteen (14) days of such a request.
- 8.6 Any member who wishes to place an item on an agenda of a general meeting may do so provided the member gives notice in writing to the secretary one week before the meeting is due to be held. The proposed motion must be supported by two members to ensure the proposed item(s) is worthy of members' time.

PART 9 PROCEEDINGS AT GENERAL MEETINGS

- 9.1 At all annual and special meetings, the number of Financial Members present at the meeting must be double the number of the Executive Committee members present to constitute a quorum.
- 9.2 The rules and procedures governing the conduct of all general meetings including the methods of keeping minutes shall be as approved and adopted at such meetings.
- 9.3 In the event of there being no quorum at the commencement of a General Meeting, the meeting shall be adjourned for half an hour and should the number then present be insufficient to form a quorum, those present shall be considered a quorum, but they shall have no power to amend or make additions to any clause of the existing Constitution. At a General Meeting requisitioned by the members, if a quorum is not present half an hour after the time set for the meeting, the meeting shall be cancelled and no General Meeting shall be requisitioned for the same purpose until after the lapse of 3 months from the date thereof.
- 9.4 The Chairperson shall preside at every General Meeting of the Association, or if there is no Chairperson, or the Chairperson is either not present or is unable to act, a Deputy Chairperson shall preside or if Deputy Chairperson is not present or is unable to act then the Alumni present shall elect one of their executive members present to preside at the meeting.
- 9.5 Any meeting at which a quorum is not present may then be adjourned from time to time and from place to place, but no business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place. When a meeting is adjourned for thirty (30) days or more, notice of the adjourned meeting shall be given as in the case of an original meeting. Same as aforesaid it shall not be necessary to give any notice of an adjournment or of the business to be transacted at an adjourned meeting.
- 9.6 At any General Meeting a resolution put to the vote of the meeting shall be decided on voices or a show of hands unless a poll is (before or on the declaration of the result) demanded either by the person presiding or by at least one-third of the members present. Unless a poll is so demanded a declaration by the person presiding that a resolution has been carried or carried unanimously, or by a particular majority, or lost, or an entry to that effect in the book containing the minutes of the proceedings of the Association shall be conclusive evidence of the fact, without proof of the number or proportion of the votes recorded in favour of and against the resolution. The demand for a poll may be withdrawn.
- 9.7 If a poll is duly demanded it shall be taken in such manner and either at once or after an interval or adjournment or otherwise as the person presiding directs, and the result of the poll shall be the resolution of the meeting at which the poll was demanded, but a poll demanded on the election of a person to preside or on a question of adjournment shall be taken forthwith.

- 9.8 In the case of an equality of votes, whether on a show of hands or on a poll, the person presiding at the meeting at which the show of hands takes place or at which the poll is demanded shall be entitled to a casting vote.
- 9.9 Financial Members present in person and via electronic means are entitled to vote. Proxy votes may be permitted.

PART 10 REGISTERS

- 10.1 The Executive Committee (Secretary) shall maintain a register of all Alumni Members (Financial and Non-Financial).
- 10.2 The register shall include address or emails if any supplied by each Alumnus and Alumni Associate to the Association for giving notices.
- 10.3 The register shall include an indication as to which class of membership is appropriate in each case as defined in Part 5 (5.1 a-e), (5.2), (5.3 a-b) of the constitution and whether each Alumnus or Alumni Associate has paid or is paying an annual contribution.
- 10.4 The Treasurer/Secretary shall be responsible for making and keeping of the register of Officials, Committee and Alumni Members.

PART 11 CHAPTER AND AFFILIATED ORGANISATIONS

11.1 Chapters

An organisation shall be eligible for acceptance as a Chapter of the Alumni Association if:

- (a) its membership is based predominantly of alumni with a faculty, school, professional, vocational, geographical or other University connection;
- (b) it applies in writing for acceptance as a chapter and provides a copy of its constitution or proposed Constitution or equivalent.
- (c) its aims and Objectives are consistent with those of the Alumni association;
- (d) it provides annually a copy of its annual report and financial statements;

- (e) it undertakes to comply with the Constitution and by-laws of the Alumni Association;
- (f) its fee for individual membership of the Chapter is at a level sufficient to cover the fee Membership of the Alumni Association. Financial Membership of a Chapter shall automatically entail Membership of the Alumni Association and entitlement to all benefits accruing to Membership of the Alumni Association.

11.2 A Chapter is required to have the Alumni Association provide accounting, auditing, administrative and electoral services, including membership registrations and renewals and the holding of any funds in an Alumni ledger account.

A chapter from each region shall be entitled to nominate representative to the Executive Committee of the Alumni Association.

11.3 Affiliated Organisations

An organisation shall be eligible for acceptance for affiliation with the Alumni Association if:

- (a) its membership is based predominantly in faculty, school, professional, vocational, geographical or other University connection;
- (b) it applies in writing for acceptance as an affiliated organisation and provides a copy of its Constitution or proposed Constitution or equivalent;
- (c) its aims and Objectives are consistent with those of the Alumni Association;
- (d) it provides annually a copy of its annual report and financial statements;
- (e) it undertakes to comply with the Constitution and By-laws of the alumni Association;
- (f) it pays to the Alumni Association a minimum annual affiliation fee to be determined by the Executive Committee.

11.4 Any Chapter that has at least thirty (30) members shall be entitled to nominate one Representative to the Executive Committee of the Alumni Association in accordance with the Constitution.

11.5 Acceptance

An organisation eligible under 5.1 or 5.3 may be accepted as a Chapter or as an Affiliated Organisation (as the case may be) by resolution of the Executive Committee of the Alumni Association carried by a two thirds majority of Executive Committee present and voting. Such a decision will be immediately

effective but will be subject to ratification at the next Annual General Meeting of the Alumni Association.

11.6 Exclusion and Disaffiliation

A Chapter may cease to be a Chapter of the Alumni Association, and an Affiliated Organisation may be disaffiliated if, in the opinion of the Executive Committee of the Alumni Association, embodied in a resolution carried by two-thirds majority of the Executive Committee present and voting, it ceases to be eligible under 5.1 and 5.3 (as the case may be). The Chapter or Affiliated Organisation must first have been given two (2) months notice of intention to invoke this provision together with an opportunity to show cause why such action should not be taken.

PART 12 BUDGET AND SOURCES OF FUNDS

12.1 The Executive Committee shall present a budget to the Annual General Meeting for approval by the Association.

12.2 The Executive Committee shall keep such financial records and accounts as it considers necessary and in keeping with good financial management. Present to the Annual General Meeting an audited annual report of the preceding year.

12.3 The sources of funds for the Association shall be:

- (a) membership fees
- (b) gifts of funds by Donors
- (c) annual contributions
- (d) other sources

12.4 The Executive Committee shall determine the membership fees and annual contributions payable by members for each calendar year and the closing date of applications for membership.

12.5 The funds of the Association shall be banked in the name of the Association operated jointly by any two (2) of the following members of the Executive Committee:

- (a) Chairperson;
- (b) Treasurer and a nominated member (compulsory signatory) of the committee without an executive role.

12.6 The Annual General Meeting shall determine from time to time the extent, power, and authority of Executive Committee members.

PART 13 COMMON SEAL

13.1 The common seal of the Association shall be kept in the custody of the Secretary.

13.2 The common seal shall not be affixed to any instrument except by the authority of the Committee. The signatures of both the Chairperson and the Secretary shall attest the affixing of the common seal.

13.3 The common seal of the Association shall:

- (a) bear the name of the Association in full;
- (b) shall state that it is the common seal; and
- (c) subject to the Act be in a form, size and shape as approved by the committee from time to time.

PART 14 MANAGEMENT OF FUNDS

14.1 Subject to any resolution passed by the Association in general meetings, the funds of the Association shall be used in pursuance of the Objectives of the Association in such manner as the Executive Committee determines.

14.2 All cheques, drafts, bills of exchange, promissory notes and other negotiable instruments shall be signed by persons nominated in Part 12 (12.5). The same principle applies to management of Chapter funds.

PART 15 AUDITORS

- 15.1 The Executive Committee shall call for expressions of interests from External Auditors, shortlist and present to the AGM for selection. The selected auditor shall be responsible for producing the audited report of the Association prior to the Annual General Meeting. The External Auditors services may be extended or discontinued through an AGM.

PART 16 AMENDMENTS TO OBJECTIVES

16.1 The Objectives and purposes of the Association may be altered in the same manner as alterations to the Constitution of the Association as provided for by **Part 20 (a)** hereto.

PART 17 LIABILITY OF MEMBERS

17.1 A member of the Association is not liable to contribute towards the payment of the debts and liabilities of the Association of the winding-up of the Association.

PART 18 MEMBERSHIP ENTITLEMENTS

18.1 A right, privilege or obligation which an entity or individual has by reason of being a member of the Association.

- (a) is not capable of being transferred or transmitted to another entity;
- (b) terminates upon cessation of the entity's membership;
- (c) or in the event of death, membership is transferred to the next of kin.

PART 19 NOTICE

19.1 Except where the nature of the business proposed to be dealt with at a general meeting requires a special resolution of the Association, the Secretary shall, at least fourteen (14) days before the date fixed for the holding of the General Meeting, cause to be sent by post or electronically to each member at the member's address appearing in the register of members, a notice specifying the place, date, time of the meeting and the nature of the business proposed to be transacted at the meeting.

- 19.2 Where the nature of the business proposed to be dealt with a general meeting requires a special resolution of the Association, the Secretary shall, at least twenty one (21) days before the date fixed for the holding of the General Meeting, cause notice to be sent to each member in manner provided in **Clause 12.1** specifying, in addition to the matter required under Clause 12.1, the intention to proposed the resolution as special resolution.
- 19.3 A member desiring to bring any business before a General Meeting may give notice in writing of that business to the Secretary. The Secretary shall include that business in the next notice calling a General Meeting given after receipt of the notice from the member.

PART 20 AMENDMENTS TO CONSTITUTION

- 20.1 The rules of the Association may be altered at the Annual General Meeting. A Notice of the proposed alteration or amendment indicating the rule to be changed together with the proposed alteration or amendment shall be submitted in writing to the Secretary of the Association no later than fourteen (14) days prior to the proposed date of the Annual General Meeting.
- 20.2 The Secretary shall distribute the notice of the proposed alteration or amendment to the members immediately but at least ten (10) days prior to the proposed date of the Annual General Meeting.
- 20.3 Amendments to the Rules of Association shall be valid if agreed to by not less than two-thirds of all registered members present at the Annual General Meeting.