

MAPUA ALUMNI AUSTRALIA



CONSTITUTION/BY-LAWS

30/12/2008 VERSION

TABLE OF CONTENTS

PREAMBLE	1
ARTICLE I NAME	1
ARTICLE II PURPOSES	1
ARTICLE III DOMICILE	2
ARTICLE IV MEMBERSHIP	2
ARTICLE V DUTIES AND RIGHTS OF MEMBERS	5
ARTICLE VI ASSOCIATION FUNDS	6
ARTICLE VII MEETINGS OF MEMBERS AND ELECTIONS	8
ARTICLE VIII BOARD OF DIRECTORS	10
ARTICLE IX OFFICERS	13
ARTICLE X STANDING COMMITTEES	17
ARTICLE XI SEAL	18
ARTICLE XII AMENDMENTS TO THE BY-LAWS	19
ARTICLE XIII EFFECTIVITY	19

MAPUA ALUMNI AUSTRALIA

CONSTITUTION/BY-LAWS

PREAMBLE

We, the alumni of the Mapua Institute of Technology, in order to establish an association that shall promote our general welfare, camaraderie and purposeful cooperation, foster loyalty to and love of our Alma Mater, and participate in relevant professional and civic activities, do ordain and promulgate these By-Laws.

ARTICLE I

NAME

SECTION 1. This association shall be known as the Mapua Alumni Australia, hereinafter alternatively referred to as the “MAA” or the “Association”.

ARTICLE II

PURPOSES

SECTION 1. The purposes of this Association shall be:

1. To unify the alumni of the Mapua Institute of Technology in closer ties of friendship and meaningful cooperation;
2. To promote and maintain among its members loyalty to and love for our Alma Mater by way of social, educational and cultural programs and/or activities that will benefit the alumni, the faculty, the student body, as well as, the general community;
3. To participate in appropriate forum and manner in discussions on issues relating to professional standards and relevant scientific, technological and economic matters;
4. To hold and acquire property, real and personal either by way of purchase, lease or assignment or by gratuitous or remunerative title which may be necessary or incident to the attainment of the principal purposes of the Association; and
5. To serve as agent or representative of publishing companies, cultural foundations, educational institutions or any entity as deemed appropriate by the MAA Board of Directors (or “MAA Board”).

ARTICLE III

DOMICILE

SECTION 1. The main office of the Mapua Alumni Australia shall be established in New South Wales, Australia.

ARTICLE IV

MEMBERSHIP

SECTION 1. **Qualification for and Classes of Membership**

The membership of MAA is open to any eligible person as described under classes of membership, subject to screening and recommendation for admission by the Membership Committee and to approval of the MAA Board of Directors or “MAA Board”.

Membership classes shall fall into five categories, namely:

- 1.1 Regular Member - any graduate and/or holder of a degree or diploma or certificate from the Mapua Institute of Technology (MIT)
- 1.2 Associate Member - any person who has studied for at least two (2) years in any of the collegiate department of MIT
- 1.3 Life Member - any regular or associate member in good standing for at least 10 consecutive years or who is at least 65 years of age (whichever occurs first) and has paid the life membership fee as set by the MAA Board at the time of application.
- 1.4 Honorary Member - any person, not otherwise qualified for membership, but who has performed outstanding services to the Association and/or has shown special interest in the welfare of the MAA.
- 1.5 Sustaining Member - those not falling under the preceding categories but who regularly contribute in cash or in kind as an expression of continuing support to the objectives of the MAA.

SECTION 2. **Regulatory Powers of the MAA Board of Directors**

The MAA Board of Directors shall have the power to institute rules and regulations relative to the applications, acceptance and approval of the membership of the MAA.

SECTION 3. **Membership Admission**

- 3.1 All applications for membership shall be made in writing in a form provided for the purpose, which shall be filed together with the

corresponding membership fee with the Membership Committee who shall then evaluate and make appropriate recommendations to the MAA Board. Once an application is approved by the MAA Board, the applicant shall be inducted and admitted as member of the MAA.

3.2 Life, Honorary and Sustaining Members shall be reported by the Membership Committee, with a statement of qualifications, to the Board of Directors for conferment of such membership.

SECTION 4. Non-transferability - Membership is not transferable.

SECTION 5. Identification Card of Membership - MAA members shall be issued, after induction, an identification card of membership in a form prescribed by the MAA Board, specifying the class of membership and date of admission, signed by the President and the Secretary and bearing the seal of the MAA.

SECTION 6. Loss of Membership - Membership in the Association shall cease:

6.1 Upon the death of the member

6.2 By resignation

6.3 By expulsion after investigation, upon a majority vote of the MAA Board of Directors for gross unethical and unprofessional conduct; culpable violation of the By-Laws, rules and policies of the Association; acts highly inimical, derogatory and prejudicial to the interest of the MAA; unreasonable refusal to pay dues duly assessed, and other similar and/or analogous acts.

SECTION 7. Reinstatement - Any member who lost membership once by resignation and only for cause, may, upon request in writing be reinstated upon recommendation of the Membership Committee duly approved by the MAA Board under such terms and conditions as may be imposed.

ARTICLE V

DUTIES AND RIGHTS OF MEMBERS

SECTION 1. Duties of Members - Each member shall have the solemn duty:

1.1 To work for the attainment of the principal purposes of the

Association, and uphold at all times its Constitution and By-Laws.

- 1.2 To pay membership and annual dues as prescribed in these By-Laws and other fees as the MAA may prescribe from time to time with the approval of the MAA Board.

SECTION 2. Rights and Privileges of Members

Each member of good standing can exercise the rights and privileges conferred upon the member in the various Sections and/or Articles of these By-Laws, subject to the following provisions:

- 2.1 Regular Members shall also have the right and privilege to vote and be voted upon as MAA Directors or officers of the MAA.
- 2.2 Associate Members shall enjoy the same rights and privileges as regular members except the right to be voted upon as MAA Directors or officers of the MAA.
- 2.3 Life Members shall enjoy the same rights and privileges as regular members or associate members, as the case may be.
- 2.4 Sustaining and Honorary Members shall enjoy the same rights and privileges of regular members except the right to vote or be voted upon as MAA Director or officers of the MAA.

- SECTION 3.** Members of Good Standing, for purposes of these By-Laws, are those members who religiously comply with their duties prescribed under Section 1 of this Article V, and have paid their dues, fees, donations and such other assessments as approved by the MAA Board.

ARTICLE VI
ASSOCIATION FUNDS

- SECTION 1.** The funds of the MAA shall be derived from dues, fees, and donations, and from such incomes which the MAA may realise in the exercise of its principal purposes.

SECTION 2. Membership Fee

- 2.1 Each regular and associate MAA member shall pay an annual membership fee of fifty Australian dollars (A\$50) which amount may be reviewed from time to time as provided for in Section 3 of this Article VI. "Annual" shall mean the calendar year from January to December of each year.
- 2.2 Each applicant for regular and associate MAA membership shall

pay the membership fee of fifty Australian dollars (A\$50), as described in Section 2.1 of this Article VI. This initial membership fee shall not be pro-rated for the remaining part of the calendar year when the application is made. The fee shall accompany the application for membership. In the event that the application is not approved, MAA shall reimburse to the applicant the amount earlier received.

2.3 Sustaining members who continuously contribute and donate to the Association, and who have contributed an amount deemed sufficient and adequate by the MAA Board at the time of conferment of such membership shall be exempt from the payment of membership fee. They shall be exempted likewise from the payment of annual dues and assessments.

2.4 Honorary members shall be exempt from the payment of fees, annual dues and other assessments.

SECTION 3. Annual Dues - The amount of fifty Australian dollars (A\$50) in membership fee shall be due and payable annually in January of the applicable calendar year. The annual dues shall be reviewed from time to time by the MAA Board. Any proposed increase in the annual dues shall be referred for approval to the general membership during annual meeting or a special meeting of the members. The approved new fees shall take effect in January of the incoming calendar year.

SECTION 4. Life Membership - Any regular or associate member who meets the qualification to be a life member under Section 1 Article IV of these By-Laws may avail of life membership by paying a fee as determined by the MAA Board. Life members shall be exempted from payment of annual dues, fees and other assessments, and shall be issued a certificate of life membership. The MAA Board shall review the life membership fee from time to time.

ARTICLE VII

MEETING OF MEMBERS AND ELECTIONS

SECTION 1. Annual Meeting - The annual meeting of the MAA shall be held in New South Wales, Australia on the second Saturday of November of each year or any day fixed by the MAA Board of Directors, for the purpose of electing the new directors and for the other matters calendared in the notice of meeting.

SECTION 2. Each qualified member of good standing is entitled to vote, and a simple majority of the said members present during the annual

meeting constituting a quorum of at least fifty percent plus one (50% +1) of qualified members in good standing, binds MAA on decisions made in the said meeting.

- SECTION 3. Statutory voting -In the election of the MAA Board of Directors, each qualified member shall be entitled to cast one vote each among the number of candidates to complete the required number of Directors. Candidates obtaining the highest number of votes shall be proclaimed elected. There shall be no cumulative voting.
- SECTION 4. No member shall be qualified to be voted upon as Director unless the member has paid all fees due and payable to the MAA as of the year of the annual meeting as duly verified by the Treasurer. Immediately after the election of the MAA Board of Directors, the duly elected MAA Board shall organise itself and elect among themselves the officers as provided for in these By-Laws.
- SECTION 5. Special meetings of the members of MAA may be held at any time and any place within New South Wales, Australia upon call of the President. Special meeting may also be called by the Secretary upon request of six (6) Directors or twenty five percent (25%) of qualified voting members.
- SECTION 6. All members of good standing have the right to attend all general and special meetings. During the meeting, said members can participate in deliberating matters that affect the general affairs of the MAA, as consistent with other provisions of these By-Laws.
- SECTION 7. Quorum shall be as defined under Section 2 of this Article VII.
- SECTION 8. Order of Business - The order of Business in all meetings shall be:
1. Opening invocation then call of meeting to order
 2. Roll call and determination of quorum
 3. Approval of agenda
 4. Reading and approval of the minutes of the last meeting
 5. Unfinished business
 6. New business
 7. Adjournment and closing invocation
- SECTION 9. Notice of Meeting - Notices either oral or written including e-mail

shall be sent by the Secretary, as follows:

ANNUAL - minimum 30 days

SPECIAL - 30 days

SECTION 10. Manner of Voting - In the election of the members of the Board of Directors, voting shall be by secret ballot to proceed in a manner as described under Section 2 of Article VIII.

ARTICLE VIII

BOARD OF DIRECTORS

SECTION 1. Management of the MAA - The corporate powers and affairs of the MAA shall be exercised, administered, managed and controlled by the Board of Directors composed of at least eleven (11) members who shall be elected yearly from among the qualified members during the annual meeting of the MAA.

The Past Presidents of the MAA, who may wish to volunteer, shall also sit in the Board of Directors as Members of the MAA Advisory Committee, except for the immediate Past President who shall be an ex-Officio Director. They may be consulted or can participate in the deliberations of the MAA Board, but shall not be entitled to vote. Neither can they be considered in determining the presence of quorum.

SECTION 2. Qualifications and Election

2.1 No member shall be elected Director of the Association unless the person is of good moral character and unquestioned integrity.

2.2 The Directors shall be elected as follows:

a. Nomination for the elective positions of the incoming Board of Directors shall first be submitted by the Nomination and Election Committee previously constituted by the Board of Directors.

b. All candidates for the incoming Board of Directors shall first accept the nomination verbally or in writing before they may be voted upon. Names of candidates who failed to signify the acceptance of their nominations shall be cancelled and votes cast for them shall be considered not valid.

After the nominations are closed, the qualified members present shall proceed to vote by secret ballot, depositing their

- ballots in a box provided for the purpose.
- c. Nomination and Election Committee shall canvass the votes cast and record the results. A tie shall be decided upon by another balloting for the concerned candidates.
 - d. The Nomination and Election Committee shall proclaim, as elected the eleven (11) candidates obtaining the highest number of votes during the said annual meeting.
- 2.3 The newly elected members of the Board of Directors shall immediately or within fifteen days from the date of election meet and elect from among themselves the Executive Officers as provided for in Section 1 Article IX of these By-Laws.

SECTION 3. Meetings

- 3.1 Regular Meetings - The MAA Board of Directors shall meet regularly once every three (3) months, the dates and time of which shall be fixed by the MAA Board
- 3.2 Special Meetings - Special Meetings of the MAA Board may be called by the Secretary upon request of the President or any three (3) Directors.
- 3.3 Quorum - A simple majority of the Board of Directors shall constitute a quorum for the transaction of any business.
- 3.4 Venue of Meeting - Regular and Special meetings shall be held at the principal office of the MAA or at any convenient place designated by the President in the call there for.
- 3.5 Notice of Meeting - A written or e-mail notice is necessary in case of regular meetings. In case of special meeting, either verbal or written or e-mail notice shall be given at least seven (7) days before the meeting.
- 3.6 Order of Business in all meetings shall be as provided for in Section 8 Article VII of these By-Laws.

SECTION 4. The Board of Directors shall be responsible to the Association for the performance of the following:

- 4.1 To keep secure the operation of the MAA and to safeguard it against fraud, and
- 4.2 To provide suitable accommodations for the conduct of its transactions that are carried out legally and in accordance with the By-Laws of the MAA.

SECTION 5. Vacancies in the Board - Any vacancy in the Board due to resignation or death or other cause, shall be filled up by the Board, with the losing candidate/s obtaining highest scores based on the last election

results. Any such new Director will serve the unexpired term of office of the vacant Director position.

SECTION 6. Term of Office - The MAA term of office shall be for 12 calendar months starting from January to December of the applicable year. No elected member of the Board of Directors shall hold office for more than three (3) consecutive years.

ARTICLE IX OFFICERS

SECTION 1. The Officers of the Association - The Executive Officers of the Association shall consist of a President, a Vice President, a Treasurer, a Secretary, an Auditor and a Public Relations Officer (P.R.O.). The Board of Directors shall elect from among themselves the said officers. The Board may elect any member as Board Adviser or Consultant. The Board shall also be authorised to appoint such other administrative officers/or employees as it may see fit and shall fix and determine their powers, duties, responsibilities and remuneration.

SECTION 2. The new Executive Officers shall be inducted by the outgoing President or by any qualified official within thirty (30) days after their election.

SECTION 3. Duties of the President - The President shall:

- 3.1 Be the Chief Executive Officer (CEO) of the MAA.
- 3.2 Preside at all meetings of the MAA and its Board of Directors.
- 3.3 Carry out into effect the decisions and resolutions of the Board of Directors and of the members.
- 3.4 Sign all negotiable instruments, cheques, notes, contracts and other documents of the MAA.
- 3.5 Perform all the duties and functions inherent to the office of the President and such other responsibilities, which may be assigned from time to time by the Board of Directors.

SECTION 4. Duties of the Vice President - In case of death, absence or any disability of the President, the Vice President shall assume and discharge all duties and exercise all the functions of the President. The Vice President shall also:

- 4.1 Assist the President in all matters pertaining to proper

administration of the internal affairs of the MAA such as disposal and maintenance of property, growth of membership, and functions of the various committees.

4.2 Assist the President in other functions of the MAA requiring official representation within Australia and overseas.

SECTION 5. Duties of the Treasurer - The Treasurer shall:

5.1 Have the custody of all the funds and properties of the MAA.

5.2 Keep true, proper and accurate accounts of the funds, properties, assets and liabilities of the MAA, and have such accounts open to examination at all allowable hour by any member.

5.3 Deposit the funds of the MAA in such bank or banks as may be designated by the MAA Board.

5.4 Countersign all cheques, notes and negotiable instruments.

5.5 Provide periodic reports as to MAA finances at every board meeting and annual meeting and shall perform other duties as the MAA Board may request from time to time.

SECTION 6. Duties of the Secretary - The Secretary shall:

6.1 Properly keep and file records of the minutes of the meetings of the Board of Directors and of the members of the MAA and other documents.

6.2 Be the custodian of the Association seal.

6.3 Attest all membership identification cards and certificates and formal contracts executed by the MAA or the MAA Board.

6.4 Provide annual report of the MAA Board at the annual meeting.

6.5 Perform such other duties and functions as the Board of Directors or the President may from time to time, assign.

6.6 Send out notices, either verbal or written or e-mail, of meetings of the MAA to all members and to Directors of the Board.

SECTION 7. Duties of the Auditor - The Auditor shall:

7.1 Have supervisory functions in the course of its audit duties conducted along established accounting and auditing procedures.

7.2 Conduct periodic auditing of the finances of the MAA and shall report findings to the MAA Board.

7.3 Provide reports on any perceived anomalies and irregularities in transactions in the conduct of MAA operation.

7.4 Audit all financial reports of the Treasurer.

SECTION 8. Duties of the P.R.O. -The P.R.O. shall:

- 8.1 Be in charge of dissemination of information and other public relations functions related to building up and maintaining the good image of the Association.
- 8.2 Shall liaise with the Secretary regarding matters involving the use of Association information giving due regards to privacy of information issues.
- 8.3 Recommend to the MAA Board image-building strategies which will attract MIT Alumni to get involved with the Association and to support its projects, as well as to implement such strategies as approved by the MAA Board.
- 8.4 Be responsible for setting up, updating and maintaining an Association website.
- 8.5 Act as the protocol officer during Board meetings and general meetings of the Association

SECTION 9. Remuneration of Officers and Employees - Remuneration of any employees of the MAA shall be as determined by the Board of Directors. Officers and directors of the MAA shall not receive any remuneration.

SECTION 10. Delegation of Authority - In case of sickness or absence or any disability of the above mentioned officers, the Board may delegate and entrust the powers, duties and functions of the sick or absent or disabled officer to any member of the Board of Directors duly designated.

SECTION 11. Resignation - Any officer of the MAA may resign at any time. Upon resignation, the person is duty bound to give a written account of his/her duties and functions to the Board of Directors in such a manner as the Board may determine or require.

SECTION 12. Removal - Any officer or Director of the Association may at any time be removed from office for cause, upon the 2/3 affirmative vote of the Board of Directors during a meeting with a quorum.

SECTION 13. Vacancies - Any vacancy in any officer's position shall be filled by any member of the Board as approved by the Board of Directors for the unexpired term.

ARTICLE X
STANDING COMMITTEES

- SECTION 1. Standing Committees - There shall be four (4) standing committees of the Association, namely: Advisory, Executive, Membership and Nomination and Election.
- SECTION 2. The Advisory Committee shall be composed of the Incumbent President and all Past Presidents of the Association, with the Incumbent President as Chairman. The Committee shall be consulted from time to time on matters which the Incumbent President may deem fit to submit to the said committee.
- SECTION 3. The Executive Committee shall be composed of the President, the Vice President, the Secretary, the Treasurer and another Director designated by the President with the concurrence of the MAA Board. The duties, powers and responsibilities of this committee shall be fixed and defined by the MAA Board designated via a formal resolution duly approved by the MAA Board.
- SECTION 4. The Nomination and Election Committee shall be composed of three Past Presidents of the Association to be appointed by the Incumbent President. The three members of the Committee shall elect a chairman from among themselves.
- SECTION 5. Board Liaison - All other committees shall be organised with one Incumbent Director acting as liaison. The Director-Liaison or In-charge shall automatically be a member of the Committee, and shall make regular reports to the MAA Board on the activities of the concerned Committee.
- SECTION 6. MAA Board Authority Over Committees - Whenever circumstances so warrant, the Board of Directors may, by a majority vote, create New Special Committees.

ARTICLE XI

SEAL

- SECTION 1. The Association shall have a dry seal of proper design and dimensions approved by the MAA Board of Directors
- SECTION 2. All certificates, identification cards and other important documents issued by the Board of Directors requiring the Association seal shall bear this dry seal.
- SECTION 3. The Secretary shall be the guardian of the official seal of the Association.

ARTICLE XII

AMENDMENTS TO THE BY-LAWS

- SECTION 1. These By-Laws may be amended or repealed either in full or in parts by the affirmative vote of two thirds of the delegates or members in good standing present and voting at the time such amendment or repeal is being submitted for voting at a regular or special meeting of the MAA duly called for the purpose.
- SECTION 2. No proposed amendment or repeal shall be acted upon unless the same is submitted in writing to the MAA Board of Directors by the proponents of the amendments or repeal and mailed or sent by e-mail to the members at least thirty (30) days prior to the date of the meeting called for the purpose.

ARTICLE XIII

EFFECTIVITY

- SECTION 1. These By-Laws, as ratified by the members during the Special Meeting held on 13 December 2008 and approved by the MAA Board of Directors, shall take effect upon approval by the New South Wales Office of Fair Trading.

