

RULES

of the

WAITAKI HIGH SCHOOL OLD BOYS' ASSOCIATION (INCORPORATED)

Approved in substitution for previous rules of the Association at a Special Meeting of the Council on the 30th day of April 2013 and the Annual General Meeting of the Association on the day of 2013.

1. **NAME**

- 1.1 The name of the Association is:

Waitaki High School Old Boys' Association (Incorporated)
("the Association")

2. **REGISTERED OFFICE**

- 2.1 The registered office of the Association is at Waitaki Boys High School, Waitaki Avenue, Oamaru or such other place within the town of Oamaru as the Council of the Association ("the Council") from time to time decides.

3. **OBJECTS**

- 3.1 The objects of the Association are:

- (a) To promote good fellowship amongst Old Boys of Waitaki Boys High School ("the School") and to preserve and foster their remembrance of fellow Old Boys and of the School and to encourage their interest in and active support of the School.
- (b) To promote the interests of the School in any way which will further the objects for which the School exists and in particular by offering scholarships and prizes for proficiency in school work cultural pursuits or sports and by direct financial support for School assets and amenities and for pupils attending the School and by any other means that may be decided upon at a General Meeting of the Association.
- (c) To create Charitable Trusts having as their objects the promotion of education and learning cultural pursuits and sports and/or any one or more of them at the School and for the benefit of its academic staff or its pupils.
- (d) To encourage Old Boys of the School to send their sons to the School.
- (e) To encourage Old Boys of the School to provide financial support to the school by gifts, legacies, or other appropriate means.

4. **MEMBERSHIP**

- 4.1 There are the following classes of membership of the Association:

- (a) Honorary Life Members;
- (b) Life Members;
- (c) Active Members;
- (d) Associate Members
- (e) Members

- 4.2 All persons who have attended the School as pupils shall, by reason of their having been a pupil at the school, be a Member of the Association unless they elect otherwise in writing to the Secretary of the Association, but unless they become an

- Active member, or member in any other class of membership, they shall have no membership obligations under these rules.
- 4.3 Persons wishing to become Life or Active members of the Association shall apply in writing to the Secretary of the Association ("the Secretary").
 - 4.4 Candidates for Active or Life membership of the Association shall be elected by a majority present and voting at any meeting of the Council.
 - 4.5 All members of the Association at the date these rules are approved shall become Active Members, or shall continue as Honorary or Life Members under these rules from that date.

5. **HONORARY LIFE MEMBERS**

- 5.1 Honorary Life Membership may be conferred on any person in appreciation for services to the School or the Association or to person who have greatly distinguished themselves in any field of endeavour relevant to the School or Association.
- 5.2 Election as an Honorary Life Member must be on the recommendation of the Council.
- 5.3 Honorary Life Members shall be elected at a general meeting of the Association after written notice of the proposal has been given to all Active Members and Life Members of the Association.
- 5.4 Honorary Life Members shall enjoy all the privileges of membership including election to office without being called on for any subscription.

6. **LIFE MEMBERS**

- 6.1 On paying the Life Membership fee set by the Council from time to time, any Active member or member becomes a Life Member of the Association and is exempt from payment of further annual subscriptions and shall enjoy all the privileges of Active Members.
- 6.2 Members of the Waitaki Foundation shall be Life Members of the Association.

7. **ACTIVE MEMBERS, MEMBERS AND LIFE MEMBERS**

- 7.1 Only former pupils of the School are eligible to be Active Members, Members or Life Members of the Association.

8. **ASSOCIATE MEMBERS**

- 8.1 The following persons shall be Associate Members of the Association while holding office or while serving on the staff of the School as the case may be:
 - (a) The Rector, and other academic staff of the School; and
 - (b) Any other person who the Council considers warrants conferment of membership by reason of their association with the School or the Association.
- 8.2 An Associate Member shall enjoy all the privileges of membership (except election to office) without being called on for any subscription.

9. **TERMINATION OF MEMBERSHIP**

- 9.1 Membership of the Association terminates:
 - (a) On the death of the member;
 - (b) On the acceptance by the Council of a written resignation provided that, in the case of an Active Member, the member's subscription payments are up-to-date;
 - (c) On the passing of a resolution at a meeting of the Council by a majority of not less than 75% of the Council members present, provided that:
 - (i) Every member of the Council has been given at least 7 days notice in writing of such a meeting and of the matters proposed to be considered in respect of the membership of the member; and
 - (ii) The member concerned has been given similar notice and the opportunity to appear before and be heard by the Council.
 - (d) If the Council has exercised its power under Rules 10.2.

- 9.2 Any membership that is terminated may be reinstated by the Council on such terms as it may decide.

10. **ANNUAL SUBSCRIPTIONS**

- 10.1 The annual Association Active membership subscription shall be determined by the Council from time to time and be payable for the period from 1 January to 31 December in each year (or such other period determined by the Council) and shall become due and payable in advance on first day of May in each year (or such other day as determined by the Council).
- 10.2 The Treasurer shall inform the Council of the names of all Active members who have failed to pay their subscriptions within 6 months (or such other period as is determined by the Council) of due date and the Council may terminate the Active membership of such members.
- 10.3 The Council may waive or excuse payment by any Active member of all or part of their annual subscription for any year.

11. **OFFICERS**

- 11.1 The officers of the Association are:
- (a) The President; and
 - (b) The Vice President; and
 - (c) The Treasurer; and
 - (d) One member or nominee of each local branch of the Association constituted under rule 32, as may be nominated by such branch in each year.

12. **THE COUNCIL**

- 12.1 There shall be a General Committee of the Association ("Council") consisting of the officers together with:
- (a) Not less than 3 members to be elected by the Association at the annual general meeting.
 - (b) Not more than 2 additional members to be appointed by the Council one of whom must be a member of the Board of Trustees ("the Board") and if a Board Member of the School is not elected as an officer or member of the Council then one of the additional members shall be a member of the Board. That member shall be removed from the Council if they are no longer on the Board and shall be replaced by the Council with another member of the Board.
- 12.2 Members of the Council shall serve until the next annual general meeting.
- 12.3 Any member of the Council failing to attend 3 consecutive meetings of the Council without leave shall cease to be a member of the Council.
- 12.4 Should any member of the Council die or resign or cease to be a member through non-attendances, the Council shall appoint another Active or Life Member to fill the vacancy.
- 12.5 The President or the Secretary may call meetings of the Council at any time.
- 12.6 The Council shall regulate and order all proceedings at its meetings in such manner as it thinks fit.

13. **ELECTIONS**

- 13.1 Officers of the Association shall be elected at the annual general meeting of the Association and shall continue in office until their successors are elected provided that the maximum term of office of the President shall be 5 successive years. Candidates shall be proposed by at least one Active or Life Member of the Association and seconded by one other Active or Life Member in writing and each candidate shall also signify their consent to nomination in writing. Nominations and the candidate's consent to nomination must be in the hands of the Secretary not later than noon 7 clear days before the date of the annual general meeting.

- 13.2 Members of the Council other than those appointed pursuant to Rule 12.1(b) shall be elected at the annual general meeting of the Association. Candidates shall be proposed by 1 Active or Life Member of the Association and seconded by 1 other Active or Life Member in writing and each candidate shall signify their consent to nomination in writing. Nominations and the candidates' consent to nominations must be in the hands of the Secretary not later than noon 7 clear days before the date of the annual general meeting. At the annual general meeting if nominations have not been received for the Council members required to be elected under Rule 12.1(a) then the Chairman of the annual general meeting may call for nominations from the floor for the remaining Council positions.

14. **LENGTH OF SERVICE**

- 14.1 Any member who has been a member of the Council for 5 successive years must resign at the annual general meeting that is the 5th anniversary of that member joining the Council but shall be eligible for re-election for up to 5 further years but at the end of that 5 year period will not be eligible for election or appointment as a member of the Council for the next succeeding year.

15. **QUORUM**

- 15.1 The quorum for any meeting of the Council shall be 2 officers and 3 other members of the Council present throughout the meeting.

16. **COUNCIL POWERS**

- 16.1 The Council shall control all funds of the Association including Endowment and Scholarship Funds and all other special funds (which are to be separately recorded and maintained separate from its general funds but may be combined with other Association funds for investment purposes only), and control and manage its affairs with power to appoint sub-committees for any purposes the Council determines and to co-opt the members of such sub-committees and generally shall have power to do all such things as are necessary to carry out the objects of the Association.
- 16.2 No member of the Association (in any category) may (except for professional services rendered at the request of Council) receive any profit, remuneration or salary from the Association.

17. **SPECIFIC COUNCIL POWERS**

- 17.1 Without in any way restricting the powers of the Council contained in Rule 16.1 the Council shall have full power:
- (a) To borrow money for the purpose of the Association on such terms as the Council thinks fit and with or without giving security for payment;
 - (b) To purchase, take on lease or otherwise acquire any real or personal property and any rights or privileges either necessary or convenient for the purposes of the Association and to erect, maintain, improve, or alter any building or premises as may be required;
 - (c) To borrow on mortgage of any of the real or personal property of the Association or other obligation or securities of the Association;
 - (d) To invest and deal with the funds of the Association upon such securities and in such manner as the Council thinks fit;
 - (e) To sell, lease, exchange, mortgage, or otherwise deal with all or any of the real and personal property of the Association.
 - (f) To fulfil the objects of the Association as the Council may determine is appropriate.

18. **SECRETARY**

- 18.1 A Secretary shall be appointed by the Council from time to time at such remuneration and on such terms as the Council may decide and the Secretary shall be subject to the sole control of the Council.
- 18.2 The Secretary may also be the Treasurer of the Association and shall conduct the affairs of the Association and its correspondence.
- 18.3 The Secretary shall keep full and correct minutes of all Council and general meetings of the Association and shall produce them at all meetings.
- 18.4 The Secretary shall keep a list of members and their categories of membership with their addresses and shall notify them of all general meetings of the Association. Lists shall only be maintained for Members as far as is practical.
- 18.5 The list of members shall be open for inspection by Active, Honorary Life, Life, or Associate members at all reasonable times provided that any member may require in writing to the Secretary that their name not appear on any list available for member's inspection.

19. TREASURER

- 19.1 The Treasurer shall be a member of the Association.
- 19.2 All monies payable to the Association shall be paid to the Treasurer.
- 19.3 The Treasurer shall submit to the annual general meeting a statement of the assets and liabilities of the Association as at 30 June (or such other date determined by the Council to be the balance date of the Association) last preceding, together with an account of the revenue and expenditure for the 12 months (or such other period as the case may be) preceding such date.

20. AUDITOR

- 20.1 The financial statements presented to the annual general meeting unless otherwise authorised by the Council shall prior to the meeting be audited by a member of the Institute of Chartered Accountants of New Zealand or by a firm comprising members of that Institute or an independent financial reviewer as appointed by the Council who shall be appointed each year at the annual general meeting of the Association.

21. BANK ACCOUNTS

- 21.1 The Association shall hold all funds in the Association's name.
- 21.2 Bank accounts shall be operated on the signature of 2 persons, being any 2 officers or an officer and the Secretary or the Secretary and 1 member of the Council.

22. COMMON SEAL AND CONTRACTING

- 22.1 The Association shall provide a Common Seal which shall be in the custody of the Secretary.
- 22.2 The Association shall not enter into any contract unless the entering into of that contract has received the prior approval of the Council provided that any two of the Secretary and the officers may authorise the entry into a contract by the Association that would incur an obligation of no more than \$500 (or such other amount as the Council determines from time to time) without the prior approval of the Council but the entry into any such contract will, for the record, be disclosed at the next meeting of the Council.
- 22.3 Where a contract must be made under the Common Seal of the Association the affixing of the Common Seal must take place in the presence of 2 officers or 1 officer and the secretary or any 2 members of the Council.
- 22.4 Where a contract does not need to be made under the Common Seal of the Association that contract must be signed on behalf of the Association by an officer or the Secretary authorised to sign such contract by the Council.
- 22.5 A Register separately recording all contracts entered into by the Association shall be kept by the Secretary.

23. **GENERAL MEETINGS AND QUORUM**

- 23.1 The annual general meeting of the Association shall be held on such day as the Council shall determine not being later than 9 months from the end of the previous financial year.
- 23.2 A special general meeting may be called by;
- (a) The President; or
 - (b) By a majority of the Council present at a Council meeting; or
 - (c) By the Secretary on receipt of a requisition signed by not less than 7 Active, Life, or Honorary Life members of the Association;
- And such meeting shall be held within 30 days of such call or requisition.
- 23.3 At all general meetings 10 Active or Life and Active Members present shall form a quorum.
- 23.4 The President or his nominee shall be the Chairman of the general meeting.
- 23.5 No Active Member whose subscription is in arrears for more than one year shall be entitled to vote at any general meeting or be included for the purposes of establishing a quorum.
- 23.6 Members may attend general meetings but have no right to vote, or to speak unless given the opportunity by the Chairman of the meeting.

24. **NOTICE OF GENERAL MEETING**

- 24.1 Not less than 14 clear days notice, specifying the place, date and hour of meeting, and the purpose for which any general meeting is to be held, shall be given as provided in Rule 26 provided that notice need not be given to Members or Associate Members of the Association.

25. **VOTING AT GENERAL MEETINGS**

- 25.1 At the meeting Chairman's discretion the method of voting at all general meetings shall be either by voice or a show of hands, except that the meeting Chairman may order a ballot to be taken on any motion submitted to the meeting. The Chairman of the meeting shall only have a casting vote in addition to the vote to which he is entitled as a member. Only Active Members, Life Members and Honorary Life Members may vote at general meetings.

26. **NOTICES**

- 26.1 Subject to Rule 26.4, all notices under these rules shall be in writing addressed to the member at the address from time to time held by the Secretary for that member.
- 26.2 Delivery may be effected by hand, by post (with postage prepaid), facsimile or email.
- 26.3 Any notice given under this Rule shall be deemed to have been received:
- (a) At the time of delivery, if delivered by hand;
 - (b) Three business days after the date of mailing, if sent by post, facsimile or email.
- 26.4 Notice of any general meeting shall be deemed to have been effectively given if the notice is included in a local newspaper, the current school newsletter, or any replacement publication and the notice shall be deemed to have been received on the next business day after the date of mailing, if sent by post, facsimile or email.

27. **ASSOCIATION NEWSLETTERS AND SCHOOL PUBLICATIONS**

- 27.1 Every Active and Life Member of the Association shall be entitled to receive Association and school newsletters and "Waitakian" magazine as are published by the Association or the School from time to time by email to their nominated email address or otherwise as the Council considers appropriate.

28. **DISPOSITION OF PROPERTY ON WINDING UP**

- 28.1 The funds and property of the Association shall be applied solely in promotion of the objects set out in these rules and in the event of the winding up of the Association all

its property shall be transferred to the Governing Body of Waitaki Boys High School for the general purposes of the School or be applied to such other charitable purpose within New Zealand as shall be determined by a special general meeting of the members of the Association.

29. ALTERATION TO RULES

- 29.1 Any of these rules may be added to or altered or repealed by the resolution of a majority of the members present at the annual general meeting, or at a special general meeting called for the purpose.
- 29.2 No rules may be adopted, amended or repealed if it nullifies the charitable status or the objects of the Association.
- 29.3 If any rule is added to or altered or repealed in breach of Rule 29.2 new rules which restore the charitable status and objects of the Association shall immediately be instituted by the Council.
- 29.4 Notice of any rule change shall be given in accordance with Rule 24.1.

30. BY-LAWS

- 30.1 The Council may make by-laws for regulating and carrying out the affairs of the Association.

31. INTERPRETATION

- 31.1 The decision of the Council on the interpretation of the rules, or on any matter or thing not contained in these rules, but pertaining to the Association, its property or interests, shall be conclusive and binding on all members unless reviewed and rescinded with the consent of Council at a subsequent general meeting.

LOCAL BRANCHES

32. MEMBERSHIP

- 32.1 Branches of the Association consisting of not less than 20 members of the Association (or such other number as the Council may determine or approve) may be formed or, where currently constituted may continue, in any district approved by the Council.

33. OFFICERS

- 33.1 The officers of a branch shall consist of a Chairman and Hon. Secretary/Treasurer, and on appointment their names shall be forwarded to the Secretary of the Association. Branches may elect Committees if they think fit.

34. ELECTION OF MEMBERS

- 34.1 Candidates for admission to membership of the Association who reside in a district in which a branch exists may submit their names in writing to the Secretary/Treasurer of the branch for forwarding on to the Secretary of the Association.

35. CAPITATION FEES

- 35.1 All annual subscriptions shall be paid directly to the Association. The Council shall allocate such funds to each branch as it may decide upon from time to time.

36. REGULATIONS

- 36.1 Subject to Rules 32 to 35 and the other rules of the Association, branches may draw up such rules as they think fit.