

ST PAUL'S COLLEGIATE SCHOOL ASSOCIATION RULES (INC)

Amended AGM 8 March 2015

1. NAME OF ASSOCIATION

The name of the Association shall be St Paul's Collegiate School Association Incorporated ("the Association")

2. OBJECTS

The objects of the Association shall be:

- (a) To promote the welfare of, and goodwill towards St Paul's Collegiate School, Hamilton (the School) and St Paul's Venture School at Tihoi. ("Tihoi")
- (b) To provide amenities for the School and Tihoi.
- (c) To provide occasions of hospitality and entertainment at events and functions held by the School and promote the welfare of, and provide assistance to, deserving students of the School.
- (d) To do all such things as are incidental and conclusive to the attainment of the aforementioned objects.

3. OFFICE OF THE ASSOCIATION.

The office of the Association shall be situated and domiciled in the city of Hamilton.

4. BRANCHES

Branches of the Association may be formed in such areas either in or out of New Zealand as may be approved of by the Executive Committee from time to time for this purpose. (refer clause 11 "to assist in the attainment of, or support, the Objects of the Association").

These objects are to promote the welfare of the school; provide amenities for the school and Tihoi; to provide hospitality at school events if required; and to provide assistance to deserving students of the school if required.

5. Membership.

- (a) Membership of the Association shall be open to any person or corporate body interested in the welfare of the School. In the case of any member other than an individual membership, rights and privileges shall be exercised by one nominee.
- (b) Generally, and at the discretion of the Chairperson, only one member from each household will be entitled to vote at any regular meeting.

The Executive of the Association may also admit to membership any person as an honorary member upon such terms as may be thought fit. In any such case, no annual subscription shall be payable by such member who shall be entitled to all privileges and rights of an ordinary member.

6 ANNUAL SUBSCRIPTION

The annual subscription shall be such sum as shall be fixed at an Annual General Meeting from time to time. The subscriptions for the then current year shall be paid by each member. For the purpose of this rule, a member shall be the parents, parent or guardian of each student and represents only one membership for each family.

- (a) The annual subscription shall be payable from the commencement of the academic year in ten equal amounts. For the purpose of these rules, the fees will be deemed to end at the conclusion of each academic year. Each monthly part of the subscription will be invoiced by the School at the start of each month through the fee invoicing process and passed onto the Association as collected.
- (b) The subscription for life membership shall be such sum as shall be fixed at an Annual General Meeting from time to time.

7. OFFICE BEARERS

- (a) The office bearers of the Association shall be a President, Vice President, Secretary, Treasurer and an Executive Committee of a minimum number of 10, of which 80% must be parents of present pupils, all to be elected at the Annual General Meeting or co-opted to the Executive Committee by the Executive Committee at an ordinary meeting.
- (b) In addition to the above officers, the Headmaster of the School or his nominee if the headmaster cannot be present, and the immediate Past- president shall be ex officio members of the Committee.
- (c) The offices of Secretary and Treasurer may be combined and such officers or officer must be a member.

8. TERM OF OFFICE AND ELECTION OF OFFICERS.

All officers excepting ex officio members shall be elected each year at the Annual General Meeting of the Association.

9. VOTING

- (a) Except in the case of election of officers, which shall be determined by exhaustive ballot, questions arising at any meeting shall be determined on the voices or by a show of hands or such other manner, as the Chairperson shall determine.
- (b) The Chairperson shall have a deliberative vote and in the case of an equality of votes, he shall have, in addition, a casting vote.
- (c) The ruling of the Chairperson shall in respect of all matters or procedure, and order be conclusive.

10. MEETINGS

- (a) The Annual General Meeting of the Association shall be held in such month of each year as shall be decided upon by the Executive Committee from time to time.
- (b) Each branch of the Association shall hold its Annual General Meeting not later than twenty one (21) days prior to the Annual General Meeting of the Association.
- (c) All members of the Association shall receive notice of the Annual General Meeting at least 14 days prior to the meeting. Notice can be given by any, or all of : email; the Informer to each household; or by public notice.
- (d) A Special General Meeting of the Association shall be called on the receipt of the request in writing to the Secretary for such a meeting and signed by not less than three (3) members of the Association. Written notice of the meeting shall be sent to the registered members of the Association not less than 14 days prior to the meeting, stating the date, time, place and reason for the Special General Meeting.

11. BRANCH ACTIVITIES

- (a) Branches may, with prior approval of the Executive Committee, be formed to operate within the rules of the Association and, to this end, branches may conduct such social and fundraising activities with the approval of the Executive Committee.
- (b) Branch Secretaries must notify the Association Secretary of any proposed fundraising activities before commencement of the same.
- (c) Any funds so raised are to be paid to the Association Treasurer for lodgement in the bank account of the Association.

12. BANK ACCOUNT

- (a) The bankers of the Association shall be such bank or banks as shall be decided upon by the Executive Committee.
- (b) The disbursement of any monies held by the Association shall be as decided upon by the Executive Committee from time to time.
- (c) An annual Financial report will be provided by the Board, by a qualified accountant, and published to the school community and the Charities Commission

13. PROPERTY

In the case of any assets or property being held by any branch or subcommittee of the Association, the same shall be held by the office bearers or members of the members of such branch or sub-committee upon trust for the Association.

14. CONTROL AND INVESTMENT OF FUNDS

All monies received by or on behalf of the Association shall forthwith be paid to the credit of the Association in an account with such bank or banks and all cheques or withdrawal slips drawn on the account shall be signed by any two of the President, Secretary or Treasurer for the time being, or any other member of the Executive appointed by the Executive, together with the Secretary, or any two members of the Executive so appointed.

15. INCOME, BENEFIT OR ADVANTAGE APPLIED FOR CHARITABLE PURPOSES.

- (a) Any income, benefit, or advantage gained by the Association will be applied to the charitable purposes of the Association.
- (b) Notwithstanding any other provision under these Rules, no private pecuniary profit shall be made by any person from, or a member of, the Association, except that:
 - i) Any member or other person may receive a full reimbursement for all expenses properly incurred by that member or other person in connection with the affairs of the Association.
 - ii) The Association may pay reasonable and proper remuneration to any officer or servant of the Association (whether a member or not) in return for services actually rendered to the Association.
 - iii) Any member may be paid all usual professional, business or trade charges for services rendered, time expended and acts done by that employee or by any firm or entity for which that member is an employee, member or associate in connection with the affairs of the Association.
 - iv) Any member may retain any remuneration properly payable to that member by any company or undertaking with which the Association may be in any way concerned or involved for which that member has acted in any capacity whatever, notwithstanding that the member's connection with that company or undertaking is in any way attributable to that member's connection with the Association.
- (c) Notwithstanding anything contained or implied in the Rules, any person who is:
 - i) A member or Officer of the Association; or
 - ii) A shareholder or director of any company carrying on any business of the Association; or
 - iii) A settlor or trustee of any trust which is a shareholder of any company carrying on any business of the Association; or
 - iv) An associated person (as defined in the income Tax Act 2007) of any of the above persons, shall not by virtue of that capacity in any way (whether directly or indirectly) determine, or materially influence in any way the determination of, the nature or amount of any benefit or advantage or income or the circumstances in which it is to be received, gained, achieved or forwarded, or derived by that person otherwise than in trust for charitable purposes.
- (d) A person who, in the course of and as part of carrying on his or her business of a professional public practice, shall not, by reason only of his or her rendering professional services to the Association or to any company, trust or organisation by which any business of the Association is carried on, be in breach of this clause 15.
- (e) The Association, in determining all reimbursements, remuneration and charges payable in terms of this clause shall ensure that the restrictions imposed by this clause 15 are strictly observed.

16. BORROWING POWERS

The Association shall have the power to borrow or raise money from time to time by the issue of debentures, bonds, mortgages, or any other securities founded based on all or any of the property and /or rights of the Association or without any such security and upon such terms as to property and otherwise as the Association shall think fit, but the powers of so borrowing or raising money shall not be exercised, except pursuant to a resolution of the Association passed in General Meeting.

17. QUORUM

At all meeting of the Executive Committee, five (5) Executive Committee members shall constitute a quorum. At all General Meetings of the Association, whether Annual or Special, fifteen (15) members shall constitute a quorum.

18. SUB-COMMITTEE

The Executive Committee may, from time to time, appoint from among their members or from other members of the Association, such sub-committee as they deem expedient and may depute or refer to them such of the powers and duties of the Executive Committee as the Executive Committee may determine. Such sub-committee shall periodically report the state of their proceedings to the Executive Committee and shall conduct their business in accordance with its directions.

19. ALTERATION TO RULES

The Rules may be altered, amended or rescinded from time to time by a resolution of the majority of members personally present and voting at any Annual or Special General Meeting of the Association, PROVIDED THAT no such alteration, amendment, or rescission shall be made which would in any way detract from the exclusively charitable and educational nature of the Association or the provisions in Clauses 15 and 22 AND PROVIDED THAT written notice of any proposed changes shall have been given to the Secretary at least twenty-one (21) days prior to the date of the Annual General Meeting at which such matters is to be considered.

20. RESIGNATION OF MEMBERS

- (a) Any member may resign from the Association by notifying the Secretary in writing of his, or her or its intention so to do, but such member shall be liable for the subscription in respect of the year in which he, she or it resigns.
- (b) If a majority comprising not less than two thirds of the members personally present at any General Meeting convened for the purpose of calling upon the member to resign, shall vote for such resignation, such members shall thereupon cease to be a member of the Association.
- (c) A member whose subscriptions are in arrears for two years will automatically cease to be a member of the Association.

21. COMMON SEAL OF THE ASSOCIATION.

- (a) The common seal of the Association shall be kept at the office of the Secretary for the time being and shall be affixed to any documents in the presence of the President and the Secretary from time to time.
- (b) The affixing of the common seal shall be recorded in the minute book of the Association on each occasion.

22. WINDING UP.

In the event of the Association winding up its affairs, all surplus assets or other property remaining after payment of all the Association's debts and liabilities then held by the Association shall be transferred to the **Waikato Anglican College Trust**.